



4th September 2017

The Manager- Listing Department,
Bombay Stock Exchange Limited
Corporate Relationship Department
P. J. Towers, Dalal Street,
Mumbai – 400 001.

The Manager- Listing Department,
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 : Proceedings and Voting Results of the 58th Annual General Meeting (AGM) of the company held on September 02, 2017.

The 58th AGM of the Company was held on September 02, 2017 at 10.30 am at Shri S.K. Somani Memorial Hall, 79, Marine Drive, Mumbai-400 020 to transact the business as stated in the Notice dated 04th August, 2017 convening the AGM.

In this regard, please find enclosed the following:

- A. Summary of the Proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 appended in Annexure I.
- B. Voting Results of the business transacted at the AGM as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 appended in Annexure II.
- C. Report of the Scrutinizer dated 2nd September 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 appended in Annexure III.

The Voting Results along with the Scrutinizer's Report dated 2nd September 2017 is made available on the Company's website at www.kopran.com

You are requested to kindly take the same on record.

Regards

For Kopran Limited

Sunil Sodhani

Company Secretary



KOPRAN LTD.: Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai - 400 018. P.B.No. 9917, Tel.: (022) 4366 1111

Fax : (022) 2495 0363 Website: www.kopran.com • CIN - L 24230 MH 1958 PLC 011078.

Works : • Village Savroli, Taluka : Khalapur, District : Raigad - 410 202. Tel.: (02192) 274500 / 335 / 337 • Fax : (02192) 274025.



ANNEXURE - I

Summary of proceedings and Voting Results of the 58th Annual General Meeting

The 58th Annual General Meeting of the Members of Kopran Limited was held on Saturday, 02nd September, 2017 at 10.30 a.m. at Shri S.K. Somani Memorial Hall, 79, Marine Drive, Mumbai-400 020.

Mr. Susheel Somani Chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. All the Directors, except Dr. Sunita Banerji attended the Meeting. The Chairman speech was circulated to all members and with their permission was taken as read. The Notice of the meeting was taken as read with the permission of the members.

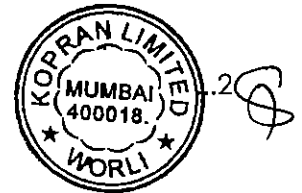
Mr. Surendra Somani informed the Shareholders in brief about the operations and financial performance of the Company for the FY 2016-17.

The Chairman informed that Mr. Prabhat Maheshwari of M/s GMJ & Associates, Practising Company Secretaries (Membership No. FCS 2405) was the Scrutinizer appointed by the Board to supervise the remote e-voting and electronic ballot at AGM.

The Chairman informed the Members that the facility of remote e-voting for the Members was made available from 30th August ,2017(9.00 am) till 1st September,2017 (5.00 pm) .The Chairman requested the present members who had not cast their votes by remote e-voting could cast their vote at the Meeting.

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. Mr. Surendra Somani majorly responded to all the queries raised by the Members.

The Chairman then invited the Members and proxy holders to cast their votes in the sealed ballot box.



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The following resolutions set out in the Notice convening AGM were proposed and seconded by Members:

Item No.	Resolutions in brief	Resolution required
1	Adoption of Standalone and Consolidated Audited Financial Statements including Balance Sheet, Profit and Loss, Cash Flow Statement, Reports of the Board of Directors and Auditors for the year ended 31 st March, 2017.	Ordinary
2	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Regn No. 105049W) as the Statutory Auditors of the Company for the period of 5 years to hold office from the conclusion of this 58 th Annual General Meeting till the conclusion of the 63 rd Annual General Meeting of the Company.	Ordinary
3	Appointment of Mr. Susheel Somani as Director of the Company, who is liable to retire by rotation at the Annual General Meetings.	Special
4	Appointment of Mr. Surendra Somani as Whole time Director designated as Executive Vice Chairman for the period of three years w.e.f 1 st January, 2017	Special
5	Reclassification of 564735 shares representing 1.29% of total equity shares of the Company from "Promoter & Promoter Group Category" to "Public Category" of the Company.	Ordinary

Mr. Surendra Somani thanked the Members, Proxy holders, Auditors & Directors for attending the meeting.

The Scrutinizer's Report was received on 02nd September, 2017 and all the said resolutions were declared passed with requisite majority. Based on the Scrutinizer's Report, the Chairman declared the resolutions 1 to 5 were passed with requisite majority.

Regards,

Kopran Limited

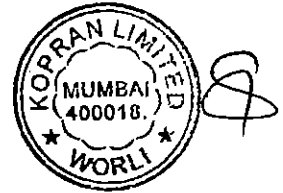


Sunil Sodhani

Company Secretary

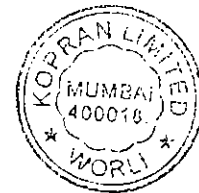
Annexure - II
Voting Results

Date of the AGM/EGM	2nd September 2017
Total number of shareholders on record date	32065
No. of shareholders present in the meeting either in person or through proxy	85
Promoters and Promoter Group	22
Public	63
No. of Shareholders attended the meeting through Video Conferencing	None
Promoters and Promoter Group	
Public	



1. Adoption of Financial Statements

Resolution required: (Ordinary)								
Whether promoter/ promoter group are interested in the agenda/resolution? No.								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes	No. of	No. of Votes -- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		-1	-2	$(3) = \frac{(2)}{(1)} * 100$	-4	-5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		10002119	51.44	10002119	0	100.00	0.00
	Poll		8864709	45.59	8864709	0	100.00	0.00
	Postal Ballot (if applicable)	N.A.						
	Total		19443513	18866828	97.03	18866828	0	100.00
Public- Institutions	E-Voting		837128	50.77	837128	0	100.00	0.00
	Poll		0		0	0		
	Postal Ballot (if applicable)	N.A.						
	Total		1648902	837128	50.77	837128	0	100.00
Public- Non Institutions	E-Voting		2600	0.01	2596	4	99.85	0.15
	Poll		4383	0.02	4183	200	95.44	4.56
	Postal Ballot (if applicable)	N.A.						
	Total		22160187	6983	0.03	6779	204	97.08
Total		43252602	19710939	45.57	19710735	204	100.00	0.00



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2. Appointment of Auditors

Resolution required: (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution? No.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes	No. of	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				Polled on outstanding shares	Votes- in favour			
		-1	-2	(3)=[(2)/(1)]* 100	-4	-5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19443513	10002119	51.44	10002119	0	100.00	0.00
	Poll	19443513	8864709	45.59	8864709	0	100.00	0.00
	Postal Ballot (if applicable)	N.A.						
	Total	19443513	18866828	97.03	18866828	0	100.00	0.00
Public- Institutions	E-Voting		837128	50.77	837128	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)	N.A.						
	Total	1648902	837128	50.77	837128	0	100.00	0.00
Public- Non Institutions	E-Voting		2600	0.01	2596	4	99.85	0.15
	Poll		4383	0.02	4183	200	95.44	4.56
	Postal Ballot (if applicable)	N.A.						
	Total	22160187	6983	0.03	6779	204	97.08	2.92
Total		43252602	19710939	45.57	19710735	204	100.00	0.00



3. Appointment of Mr. Susheel Somani (DIN 00601727) as Director of the Company

Resolution required: (Special)

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes	No. of	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				Polled on outstanding shares (3)=[(2)/(1)]*100	Votes- in favour		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		-1	-2		-4	-5		
Promoter and Promoter Group	E-Voting		8625884	44.36	8625884	0	100.00	0.00
	Poll		8864709	45.59	8864709	0	100.00	0.00
	Postal Ballot (if applicable)	N.A.						
	Total	19443513	17490593	89.96	17490593	0	100.00	0.00
Public- Institutions	E-Voting		837128	50.77	837128	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)	N.A.						
	Total	1648902	837128	50.77	837128		100.00	0.00
Public- Non Institutions	E-Voting		2600	0.01	2596	4	99.85	0.15
	Poll		4383	0.02	4183	200	95.44	4.56
	Postal Ballot (if applicable)	N.A.						
	Total	22160187	6983	0.03	6779	204	97.08	2.92
Total		43252602	18334704	42.39	18334500	204	100.00	0.00



4. Appointment of Mr. Surendra Somani (DIN 00600860) as Whole time Director designated as Executive Vice Chairman

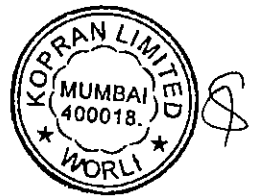
Resolution required: (Special)								
Whether promoter/ promoter group are interested in the agenda/resolution? Yes								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes	No. of	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				Polled on outstanding shares	Votes- in favour			
		-1	-2	$(3) = \frac{(2)}{(1)} * 100$	-4	-5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		6568094	33.78	6568094	0	100.00	0.00
	Poll		8864709	45.59	8864709	0	100.00	0.00
	Postal Ballot (if applicable)	N.A.						
	Total	19443513	15432803	79.37	15432803		100.00	0.00
Public- Institutions	E-Voting		837128	50.77	837128	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)	N.A.						
	Total	1648902	837128	50.77	837128	0	100.00	0.00
Public- Non Institutions	E-Voting		2600	0.01	2596	4	99.85	0.15
	Poll		4383	0.02	4183	200	95.44	4.56
	Postal Ballot (if applicable)	N.A.						
	Total	22160187	6983	0.03	6779	204	97.08	2.92
Total		43252602	16276914	37.63	16276710	204	100.00	0.00



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5. Reclassification of 564735 shares representing 1.29% of total equity shares of the Company from "Promoter & Promoter Group Category" to "Public Category"

Resolution required: (Ordinary)								
Whether promoter/ promoter group are Interested In the agenda/resolution? Yes								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes	No. of	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
				Polled on outstanding shares	Votes– in favour			
		-1	-2	(3)=[(2)/(1)]* 100	-4	-5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9499044	48.85	9499044	0	100.00	0.00
	Poll		8864709	45.59	8864709	0	100.00	0.00
	Postal Ballot (if applicable)	N.A.						
	Total	19443513	18363753	94.45	18363753	0	100.00	0.00
Public- Institutions	E-Voting		837128	50.77	837128	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)	N.A.						
	Total	1648902	837128	50.77	837128	0	100.00	0.00
Public- Non Institutions	E-Voting		2600	0.01	1596	1004	61.38	38.62
	Poll		4383	0.02	4183	200	95.44	4.56
	Postal Ballot (if applicable)	N.A.						
	Total	22160187	6983	0.03	5779	1204	82.76	17.24
Total		43252602	19207864	44.41	19206660	1204	99.99	0.01



FORM NO. MGT-13

Combined Report of Scrutinizer for e-voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Kopran Limited,
Parijat House,
1076, Dr. E. Moses Road,
Worli, Mumbai-400 018.

Subject: 58th Annual General Meeting of the Members of Kopran Limited held on Saturday, 02nd September, 2017 at 10:30 a.m. at Shri S. K. Somani Memorial Hall, 79, Marine Drive, Mumbai - 400 020.

Dear Sir,

I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 58th AGM of Equity Shareholders of Kopran Limited at their Meeting held on Saturday, 02nd September, 2017 at 10:30 a.m. at Shri S K Somani Memorial Hall, 79, Marine Drive, Mumbai - 400 020.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 58th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 58th AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-voting system provided by Central Depositories Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facilities and the report generated electronically for Voting by Poll at the venue of AGM.

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After the time fixed for closing of Poll by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.

The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the company. Thereafter the poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents / the Company and the authorizations / proxies lodged with the company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under;

ITEM NO. 1: ORDINARY RESOLUTION:

Consider and adopt Annual Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	10841847	40	10841843	100	2	4	0	0
Poll/ Ballot voting	8869092	31	8868892	100	1	200	0	21
Total	19710939	71	19710735	100	3	204	0	21

ITEM NO. 2: ORDINARY RESOLUTION:

Appointment of M/s. Khandelwal Jain & Co. as Statutory Auditor.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	10841847	40	10841843	100	2	4	0	0
Poll/ Ballot voting	8869092	31	8868892	100	1	200	0	21
Total	19710939	71	19710735	100	3	204	0	21

Contd...



ITEM NO. 3: SPECIAL RESOLUTION:

Appointment of Mr. Susheel Somani as a Director.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	9465612	34	9465608	100	2	4	0	*1376235
Poll/Ballot voting	8869092	31	8868892	100	1	200	0	21
Total	18334704	65	18334500	100	3	204	0	1376256

*Mrs. Kumkum Somani, Mr. Suhrid Somani, Mr. Hridai Somani, Mrs. Jaya Somani and Mr. Susheel Somani being interested in the said resolution, hence, their voting were considered invalid.

ITEM NO. 4: SPECIAL RESOLUTION:

Re-appointment of Mr. Surendra Somani as Executive Vice Chairman.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	7407822	32	7407818	100	2	4	0	*1398775
Poll/Ballot voting	8869092	31	8868892	100	1	200	0	21
Total	16276914	63	16276710	100	3	204	0	1398796

*Mr. Surendra Somani, Mr. Rajendra Somani, Mr. Varun Somani, Mrs. Vandana Somani and Mrs. Vrinda Somani being interested in the said resolution, hence, their voting were considered invalid.



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ITEM NO. 5: ORDINARY RESOLUTION:

Reclassification of Promoters Shareholding.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes Nos.
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	10338772	37	10337768	100	3	1004	0.00	*503075
Poll/Ballot voting	8869092	31	8868892	100	1	200	0	21
Total	19207864	68	19206660	100	4	1204	0.00	503096

*Mr. Surendra Somani being interested in the said resolution, hence, his voting was considered invalid.

All the resolutions voted through Remote e-voting and Poll were passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries

Mareshwari



[CS PRABHAT MAHESHWARI]
PARTNER
FCS No. : 2405
COP No. : 1432

PLACE: MUMBAI
DATE: 02th SEPTEMBER, 2017.