

FORM No. MGT-13

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) and 21(1) 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: 59th Annual General Meeting of the members of Kopran Limited held on Saturday, 29th September, 2018 at 11:30 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 of the Company 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 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of 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 59th AGM of the Equity Shareholders of Kopran Limited at their meeting held on Saturday, 29th September, 2018 at 11:30 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 59th AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-Voting process and for the Poll at the 59th 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 and who have signed below as witness:



Name: Nirmal Gupta
Address: 1/11, AB Upadhyay Niwas,
Rajesh Compound, Ambawadi,
Dahisar (East), Mumbai - 400 068



Name : Surekha Abhang
Address: 41/A Khandke Building,
R. K. Vaidya Road, Dadar (West),
Mumbai - 400 028

Thereafter the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Scrutinizer's Report on the resolutions proposed in the Notice of the 59th AGM with respect to remote e-Voting and Poll process is as under;

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Financial Statements together with the Reports of the Board of Directors and Auditors thereon for the financial year 2017 - 2018.

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	9990528	38	9989508	99.99	3	1020	0.01	0
Poll/Ballot voting	9449804	13	9449804	100	0	0	0	8
Total	19440332	51	19439312	99.99	3	1020	0.01	*8

*One Shareholder has not signed the Ballot paper and hence his votes were considered as invalid.



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ITEM NO. 2: ORDINARY RESOLUTION:

Re-appointment of Mr. Susheel Somani (DIN: 00601727) as a Director who retires by rotation.

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	8296793	29	8295783	99.99	2	1010	0.01	1693735
Poll/Ballot voting	3432621	11	3432621	100	0	0	0	6017191
Total	11729414	40	11728404	99.99	2	1010	0.01	*7710926

*One Shareholder has not signed the Ballot paper and hence his votes were considered as invalid.

*Mrs. Kumkum Somani, Mr. Suhridd Somani, Mr. Hridai Somani, Mrs. Jaya Somani and Mr. Susheel Somani being interested in the said resolution, hence, their voting were considered as invalid. Also, Mr. Susheel Somani being the Managing Director of G Claridge and Company Limited and Director of Oricon Enterprises Limited the votes cast by these entities were considered as invalid.

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of Mr. Adarsh Somani (DIN: 00192609) 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	6986128	30	6985118	99.99	2	1010	0.01	3004400
Poll/Ballot voting	529670	10	529670	100	0	0	0	8920142
Total	7515798	40	7514788	99.99	2	1010	0.01	*11924542

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*One Shareholder has not signed the Ballot paper and hence his votes were considered as invalid.

*Mr. Rajendra Somani, Ms. Nupur Somani, Ms. Mridula Somani and Mr. Adarsh Somani being interested in the said resolution, hence, their voting were considered as invalid. Also, Mr. Adarsh Somani being the Joint Managing Director of Oricon Enterprises Limited and Director of Sarvamangal Mercantile Company Limited the votes cast by these entities were considered as invalid.

ITEM NO. 4: ORDINARY RESOLUTION:

Appointment of Mr. Varun Somani (DIN: 00015384) 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	Nos.
E-Voting	5405828	32	5404818	99.98	2	1010	0.02	4584700
Poll/Ballot voting	9449804	13	9449804	100	0	0	0	8
Total	14855632	45	14854622	99.99	2	1010	0.02	*4584708

*One Shareholder has not signed the Ballot paper and hence his votes were considered as invalid.

*Mr. Surendra Somani, Mr. Varun Somani and Mrs. Vandana Somani being interested in the said resolution, hence, their voting were considered as invalid. Also, Mr. Varun Somani being the Director of Panorama Finvest Private Limited the votes cast by this entity was considered as invalid.

All the resolutions voted through Remote e-Voting and Poll was passed with requisite majority.

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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

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

COUNTERSIGNED BY
For KOPRAN LIMITED

Sunil Sodhani
SUNIL SODHANI
COMPANY SECRETARY

PLACE: MUMBAI
DATE: 29TH SEPTEMBER, 2018

