

## Corporate Governance

KOPRAN LTD.	
Scrip Code :524280	Quarter Ending : June 2019

## Annexure 1

## Composition of Board of Directors

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Surendra Somani	Executive Director, CEO-MD	11 Jun 1977	-	-	1	1	0
Mr.	Adarsh Somani	Non-Executive - Non Independent Director	29 May 2018	-	-	3	2	0
Mr.	Arvind K Mehta	Non-Executive - Independent Director	30 Apr 2007	25 Apr 2019	60	1	2	2
Mrs.	Mamta Biyani	Non-Executive - Independent Director	08 May 2019	-	60	2	4	1
Mr.	Narayan Atal	Non-Executive - Independent Director	08 May 2019	-	60	3	5	5
Mr.	Siddhan Subramanian	Non-Executive - Independent Director, Chairperson	29 Sep 2014	-	60	1	1	0
Mrs.	Sunita Banerji	Non-Executive - Independent Director	29 Sep 2014	-	60	1	2	1
Mr.	Susheel Somani	Non-Executive - Non Independent Director	12 Sep 2016	25 Apr 2019	-	1	1	0
Mr.	Varun Somani	Non-Executive - Non Independent Director	29 May 2018	-	-	2	1	1
Mr.	Vijay K Bhandari	Non-Executive - Independent Director	12 Feb 2013	25 Apr 2019	60	4	7	3

Composition of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Arvind Mehta	Non-Executive - Independent Director, Member	28-05-2014	25-04-2019
Sunita Banerji	Non-Executive - Independent Director, Member	14-11-2016	-
Surendra Somani	Executive Director, Member	28-05-2014	-
Vijay Bhandari	Non-Executive - Independent Director, Member	24-05-2017	25-04-2019
Siddhan Subramanian	Non-Executive - Independent Director, Member	06-05-2019	08-05-2019
Narayan Atal	Non-Executive - Independent Director, Chairperson	08-05-2019	-
Mamta Biyani	Non-Executive - Independent Director, Member	08-05-2019	-

Nomination and remuneration committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Vijay Bhandari	Non-Executive - Independent Director, Member	28-05-2014	25-04-2019
Arvind Mehta	Non-Executive - Independent Director, Member	28-05-2014	25-04-2019
Siddhan Subramanian	Non-Executive - Independent Director, Chairperson	14-11-2016	-
Sunita Banerji	Non-Executive - Independent Director, Member	06-05-2019	-
Varun Somani	Non-Executive - Non Independent Director, Member	06-05-2019	-

Stakeholders Relationship Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Arvind Mehta	Non-Executive - Independent Director, Member	28-05-2014	25-04-2019
Surendra Somani	Executive Director, Member	28-05-2014	06-05-2019
Susheel Somani	Non-Executive - Non Independent Director, Member	14-11-2016	25-04-2019
Varun Somani	Non-Executive - Non Independent Director, Chairperson	06-05-2019	-
Siddhan Subramanian	Non-Executive - Independent Director, Member	06-05-2019	-
Adarsh Somani	Non-Executive - Non Independent Director, Member	06-05-2019	-

Corporate Social Responsibility Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Sunita Banerji	Non-Executive - Independent Director, Member	24-05-2017	06-05-2019
Surendra Somani	Executive Director, Member	24-05-2017	-
Susheel Somani	Non-Executive - Non Independent Director, Member	24-05-2017	25-04-2019
Mamta Biyani	Non-Executive - Independent Director, Chairperson	06-05-2019	-
Varun Somani	Non-Executive - Non Independent Director, Member	06-05-2019	-

Corporate affairs committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Arvind Mehta	Non-Executive - Independent Director, Member	-	-
Surendra Somani	Executive Director, Chairperson	-	-
Susheel Somani	Non-Executive - Non Independent Director, Member	-	-
Varun Somani	Non-Executive - Non Independent Director, Member	-	-
Adarsh Somani	Non-Executive - Non Independent Director, Member	-	-

Meeting Of Board Of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
21 Jan 2019	-	0
12 Mar 2019	-	49
-	06 May 2019	54
-	08 May 2019	1

Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	-	Yes,	21 Jan 2019	0
Audit Committee	07 May 2019	Yes,	-	105
Nomination and remuneration committee	-	Yes,	12 Mar 2019	0
Nomination and remuneration committee	06 May 2019	Yes,	-	54
Stakeholders Relationship Committee	-	Yes,	12 Mar 2019	0
Corporate Social Responsibility Committee	-	Yes,	12 Mar 2019	0

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5.This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

Signatory Details

Name of signatory	Sunil Sodhani
Designation of person	Company Secretary and Compliance Officer

Annexure 2

Website Affirmations

Item	Compliance status	Details of non-compliance
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No Data Available

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
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No Data Available

Affirmation

Sr.	Particulars	Compliance status (Yes/No)
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No Data Available

**Signatory Details**

Name of signatory	Sunil Sodhani
Designation of person	Company Secretary and Compliance Officer