

**Corporate Governance: Quarter ending: March 2022**

**KOPRAN LTD.**

**BSE Scrip Code : 524280**

**NSE Scrip Code:KOPRAN**

**Quarter ending : March 2022**

Annexure 1  
Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	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	20 Jul 2019	-	-	1	1	0
Mr	Adarsh Somani	Non-Executive - Non Independent Director	29 May 2018	20 Jul 2019	-	-	3	2	0
Mrs	Mamta Biyani	Non-Executive - Independent Director	08 May 2019	08 May 2019	-	35.00	3	3	0
Mr	Narayan Atal	Non-Executive - Independent Director	08 May 2019	08 May 2019	-	35.00	3	5	4
Mr	Siddhan Subramanian	Non-Executive - Independent Director	29 Sep 2014	18 Sep 2020	-	90.00	1	1	0
Mrs	Sunita Banerji	Non-Executive - Independent Director	29 Sep 2014	18 Sep 2020	-	90.00	1	2	0
Mr	Susheel Somani	Non-Executive - Non Independent Director,Chairperson	20 Jul 2019	31 Aug 2021	-	-	2	1	0
Mr	Varun Somani	Non-Executive - Non Independent Director	29 May 2018	16 Sep 2020	-	-	2	1	1

## Annexure 1

## Composition Of Committee

## Audit Committee

<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Sunita Banerji	Non-Executive - Independent Director,Member	14-11-2016	-
Surendra Somani	Executive Director,Member	28-05-2014	-
Narayan Atal	Non-Executive - Independent Director,Chairperson	08-05-2019	-
Mamta Biyani	Non-Executive - Independent Director,Member	08-05-2019	-

## Nomination and remuneration committee

<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
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	-

<b>Stakeholders Relationship Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
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	-
<b>Risk Management Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Adarsh Somani	Non-Executive - Non Independent Director,Chairperson	27-05-2021	-
Varun Somani	Non-Executive - Non Independent Director,Member	27-05-2021	-
Mamta Biyani	Non-Executive - Independent Director,Member	27-05-2021	-
<b>Corporate Social Responsibility Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Mamta Biyani	Non-Executive - Independent Director,Chairperson	06-05-2019	-
Varun Somani	Non-Executive - Non Independent Director,Member	06-05-2019	-

Surendra Somani	Executive Director,Member	24-05-2017	-
<b>Corporate Affairs Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Surendra Somani	Executive Director,Chairperson	-	-
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)
08 Dec 2021	-	0
-	03 Feb 2022	56

#### 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,	27 Oct 2021	0
Audit Committee	03 Feb 2022	Yes,	-	98
Risk Management Committee	01 Jan 2022	Yes,	-	0

Nomination and remuneration committee	02 Feb 2022	Yes,	-	0
Stakeholders Relationship Committee	02 Feb 2022	Yes,	-	0
Corporate Social Responsibility Committee	02 Feb 2022	Yes,	-	0
Other Committee	12 Jan 2022	Yes,	-	0
Other Committee	15 Mar 2022	Yes,	-	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	Yes
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
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	NA	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	Yes	-

Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	NA	-
Criteria of making payments to non-executive directors	Yes	-

- [Annual Affirmation](#)
- [Affirmation](#)

Annexure 3

Broad heading	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance
no record found			

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

Annexure 4

Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	537525000	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-



KMPs or any other entity controlled by them	-	-	-
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	Basant Kumar Soni
Designation	CFO