

Kopran

20th July, 2019

The Manager - Listing Department,
BSE 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,

In Ref : 60th Annual General Meeting (AGM) of the Company.

Pursuant to Regulations 30 and 44(3) of SEBI (LODR) Regulations, 2015 as amended, we are submitting:

1. The summary of the proceedings and outcome of the 60th AGM of the Company held on Saturday, 20th July, 2019 at 11.00 a.m. at Shri S. K. Somani Memorial Hall, 79, Marine Drive, Mumbai-400 020.
2. Voting results in the prescribed format in respect of the business transacted at the AGM.
3. Consolidated Scrutinizer's Report of e-voting and poll dated 20th July, 2019.
4. **Appointment of Mr. Susheel Somani (DIN: 00601727) as Director w.e.f. 20th July, 2019** by Members vide their powers under section 160 of the Companies Act, 2013.

The required disclosure under regulation 30 of SEBI (LODR) Regulations, 2015 as amended, are given below:

- a. Name of the Appointee & Category - Mr. Susheel Somani (DIN: 00601727) Non-Executive Director (Promoter Group)
- b. Reason of Appointment: The Shareholders of the Company in exercising their powers under section 160 of the Companies Act, 2013 have appointed him as Director.
- c. Date of Appointment: 20th July, 2019.
- d. Term of Appointment: Director liable to retire by rotation.
- e. Brief Profile: Mr. Susheel Somani has passed M.sc in Organic Chemistry from Institute of Science, Bombay University in 1965 and six months residential course called "Management Education Programme" at Indian Institute of Management, Ahmedabad in 1979-80. He also holds position as Director in Oricon Enterprises Limited, G Claridge And Company Limited, Debonair Publications Limited, Claridge Moulded Fibre Limited,





United Maleable Company Limited, Hotel Empire Limited, Kopran Lifesciences Limited, CMFL Packaging Limited and Shinrai Auto Services Limited.

f. Relationship between Directors and Key Managerial Personnel: None

Further, we also inform you that all the Resolutions as set out in the Notice dated 8th May, 2019 are passed by the shareholders with requisite majority.

The voting results along with Scrutinizer's Report are also being uploaded on the Company's website www.kopran.com and on the website of National Securities Depository Limited, www.evoting.nsdl.com.

Kindly disseminate the information on exchange website.

Regards,
Kopran Limited

Sunil Sodhani
Company Secretary & Compliance Officer





Summary of proceedings of the 60th Annual General Meeting and Outcome of Meeting

The 60th Annual General Meeting (AGM) of the Members of Kopran Limited was held on Saturday, 20th July, 2019 at 11.00 a.m. at Shri S. K. Somani Memorial Hall, 79, Marine Drive, Mumbai- 400 020. Mr. Surendra Somani, Executive Vice Chairman, chaired the meeting.

The requisite quorum being present, the Chairman called the meeting to order. There were Fifty one members present in person and Eight proxies and the quorum was present throughout the meeting. The Chairman welcomed all the Members, Proxy holders, Auditors, RTA and Directors. Out of Seven, Five Directors attended the Meeting. The Chairman explained the reason for absence of the two Directors.

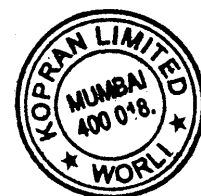
The Chairman speech circulated to all members and with their permission was taken as read. The Notice of the meeting was taken as read with the permission of the members.

The Chairman informed that Ms. Nirali Mehta, Practicing Company Secretary (Membership No. A37734, COP No. 20754) was the Scrutinizer appointed by the Board, also present at the Meeting, to supervise the voting through ballot at AGM Venue and scrutinize the e-voting process.

The Chairman informed the Members that the facility of remote e-voting for the Members was made available from 17th July, 2019 (9.00 a.m.) till 19th July, 2019 (5.00 p.m.). The Chairman informed that the members present at the Meeting who had not cast their votes by remote e-voting could exercise their votes by voting through poll.

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 other related matters. The Chairman responded majorly to all their queries raised by the Members.

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



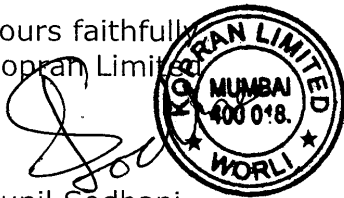


The following resolutions set out in the Notice dated 8th May, 2019 were transacted at the 60th AGM:

Item No.	Resolutions in brief
	Ordinary Business:
1	Approval of Audited Standalone & Consolidated Financial Statement for the FY ended 31.03.2019, Reports of the Board of Directors and Statutory Auditors thereon.
2	Re-appointment of Mr. Adarsh Somani (DIN: 00192609) as a Director who retires by rotation.
	Special Business:
3	Appointment of Mr. Susheel Somani (DIN: 00601727) as Director
4	Appointment of Mrs. Mamta Biyani (DIN: 01850136) as an Independent Director
5	Appointment of Mr. Narayan Atal (DIN: 00237626) as an Independent Director
6	Approval of Remuneration payable to Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman for the remainder period of his tenure till 31st December, 2019
7	Re-appointment of Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman for a term of three years w.e.f. 1 st January, 2020

The Chairman thanked the Members, Proxy holders, Auditors, RTA, Scrutinizer and the Directors for attending the meeting.

Yours faithfully
Kopran Limited



Sunil Sodhani
Company Secretary & Compliance Officer



Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Audited Standalone & Consolidated Financial Statement for the FY ended 31.03.2019, Reports of the Board of Directors and Statutory Auditors thereon				
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							
	Poll	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
Public-Institutions	E-Voting		139200	100.0000	139200	0	100.0000	0.0000
	Poll	139200						
	Postal Ballot (if applicable)							
	Total	139200	139200	100.0000	139200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1906	74.9508	1905	1	99.9475	0.0525
	Poll	2543	637	25.0492	637	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2543	2543	100.0000	2542	1	99.9607	0.0393
Total		12906270	12906270	100.0000	12906269	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Adarsh Somani (DIN: 00192609) as a Director who retires by rotation.				
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							
	Poll	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
Public-Institutions	E-Voting		139200	100.0000	139200	0	100.0000	0.0000
	Poll	139200						
	Postal Ballot (if applicable)							
	Total	139200	139200	100.0000	139200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1906	74.9508	1880	26	98.6359	1.3641
	Poll	2543	637	25.0492	637	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2543	2543	100.0000	2517	26	98.9776	1.0224
Total		12906270	12906270	100.0000	12906244	26	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	

Resolution (3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Susheel Somani (DIN: 00601727) as Director				
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							
	Poll	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
Public-Institutions	E-Voting		139200	100.0000	139200	0	100.0000	0.0000
	Poll	139200						
	Postal Ballot (if applicable)							
	Total	139200	139200	100.0000	139200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1906	74.9508	1905	1	99.9475	0.0525
	Poll	2543	637	25.0492	637	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2543	2543	100.0000	2542	1	99.9607	0.0393
Total		12906270	12906270	100.0000	12906269	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Mamta Biyani (DIN: 01850136) as an Independent Director				
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							
	Poll	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
Public-Institutions	E-Voting		139200	100.0000	139200	0	100.0000	0.0000
	Poll	139200						
	Postal Ballot (if applicable)							
	Total	139200	139200	100.0000	139200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1906	74.9508	1905	1	99.9475	0.0525
	Poll	2543	637	25.0492	637	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2543	2543	100.0000	2542	1	99.9607	0.0393
Total		12906270	12906270	100.0000	12906269	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (5)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Narayan Atal (DIN: 00237626) as an Independent Director				
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							
	Poll	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	12764527	12764527	100.0000	12764527	0	100.0000	0.0000
Public-Institutions	E-Voting		139200	100.0000	139200	0	100.0000	0.0000
	Poll	139200						
	Postal Ballot (if applicable)							
	Total	139200	139200	100.0000	139200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1906	74.9508	1905	1	99.9475	0.0525
	Poll	2543	637	25.0492	637	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2543	2543	100.0000	2542	1	99.9607	0.0393
Total		12906270	12906270	100.0000	12906269	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (6)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Remuneration payable to Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman for the remainder period of his tenure till 31st December, 2019				
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							
	Poll	12764527	12305027	96.4002	12305027	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	12764527	12305027	96.4002	12305027	0	100.0000	0.0000
Public-Institutions	E-Voting		139200	100.0000	139200	0	100.0000	0.0000
	Poll	139200						
	Postal Ballot (if applicable)							
	Total	139200	139200	100.0000	139200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1856	74.4485	1855	1	99.9461	0.0539
	Poll	2493	637	25.5515	637	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2493	2493	100.0000	2492	1	99.9599	0.0401
Total		12906220	12446720	96.4397	12446719	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (7)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman for a term of three years w.e.f. 1st January, 2020				
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							
	Poll	12764527	12305027	96.4002	12305027	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	12764527	12305027	96.4002	12305027	0	100.0000	0.0000
Public-Institutions	E-Voting		139200	100.0000	139200	0	100.0000	0.0000
	Poll	139200						
	Postal Ballot (if applicable)							
	Total	139200	139200	100.0000	139200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1906	74.9508	1905	1	99.9475	0.0525
	Poll	2543	637	25.0492	637	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2543	2543	100.0000	2542	1	99.9607	0.0393
Total		12906270	12446770	96.4397	12446769	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

NIRALI MEHTA
COMPANY SECRETARY

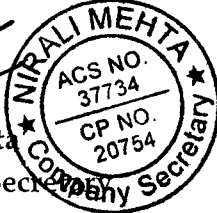
The Chairman and the Company Secretary
Kopran Limited,
CIN: L24230MH1958PLC011078
Parijat House, 1076,
Dr. E. Moses Road,
Worli, Mumbai-400018

Dear Sir,

I would like to thank you for appointing me as the Scrutinizer for remote e-voting and the voting by your members at the 60th Annual General Meeting (hereinafter referred to as "AGM") of your Company held on July 20, 2019 at 11:00 AM.

I am pleased to submit the Consolidated Scrutinizer's Report which is comprehensive.

Nirali
Nirali Mehta
Company Secretary

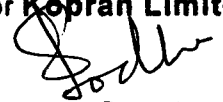


Membership No.: A37734
COP No.: 20754

Place: Mumbai
Date: July 20, 2019

COUNTER SIGNED

For Kopran Limited


Company Secretary &
Compliance Officer

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

SCRUTINIZER'S REPORT

Name of the Company : Kopran Limited
Meeting : 60th Annual General Meeting
Day, Date and Time : Saturday, July 20, 2019, 11:00 AM
Venue : Shri S .K. Somani Memorial Hall, 79, Marine Drive,
Mumbai-400020.

1. APPOINTMENT AS SCRUTINIZER

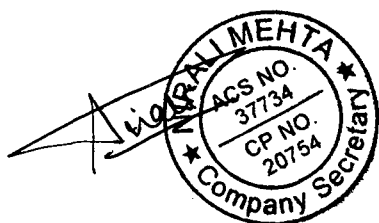
I was appointed as the Scrutinizer for the remote e-voting as well as the voting concluded at the 60th AGM of Kopran Limited (hereinafter referred to as the "Company") under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the companies (Management and Administrative) Rules, 2014 and the provisions of Regulation 44 of Securities and Exchange Board (Listing Obligation and disclosure Requirements) Regulations, 2015 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 Administrative) Rules, 2014 and the provisions of Regulation 44 of Securities and Exchange Board (Listing Obligation and disclosure Requirements) Regulations, 2015.
- Voting through ballot at the 60th AGM of the members of the Company.

2. DISPATCH OF NOTICE CONVENING THE AGM

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the Depositories viz. National Securities Depository Limited (Hereinafter referred to as "NSDL") and Central Depository Services (India) Limited (Hereinafter referred to as "CDSL") the Company commenced dispatch of the Notice of the 60th AGM as under:

- **Electronic Mode:** On June 28, 2019, 22107 members who had registered their email ids with the company/depositories were sent the Annual Report and the Notice of the AGM of the Company by email.
- **Physical Mode:** On June 26, 2019, 10484 members were sent the Annual Report and the Notice of the AGM of the Company by courier.



3. CUT-OFF DATE

Voting rights were reckoned as on Saturday July 13, 2019 being the cut-off date for the purpose of deciding the entitlement of members for the remote e-voting and voting at the AGM.

4. REMOTE E-VOTING PROCESS

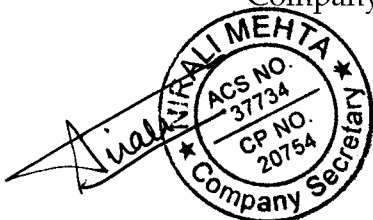
- **Agency:** The Company appointed NSDL as the agency for providing the remote e-voting platform.
- **Remote e-voting period:** Remote e-voting platform was open from 09:00 AM on Wednesday July 17, 2019 till 05:00 PM Friday, July 19, 2019 and the members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions on the remote e-voting platform provided by NSDL.

5. VOTING AT AGM

After the Chairman of the AGM announced the commencement of voting, the members present in the meeting who could not participate in the remote e-voting process to record their votes, participated in the voting through ballot voting.

6. COUNTING PROCESS

- After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized.
- On completing of the voting at the AGM, votes casted through the ballot during the AGM were reconciled with the records maintained by the Company and the Registrar and Share Transfer Agent of the Company with the Authorization/Proxies lodged with the Company.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- I unlocked the remote e-voting results on the NSDL remote e-voting portal in the presence of two witness who were not the employees of the Company and downloaded the remote e-voting results.



7. RESULTS

- We observed that :
 - 31 members had casted their votes at the AGM
 - 18 members has casted their votes through remote e-voting.
- Consolidated results with respect to each of the items on the agenda as set out in the Notice of the AGM dated May 08, 2019 is enclosed herewith.
- Based on the aforesaid results, we report that Seven Resolutions as set out in the items 1 to 7 of the Notice of the AGM dated May 08, 2019 have been passed with the requisite majority.

Nirali

Nirali Mehta
Company Secretary



Membership No.: A37734

COP No.: 20754

Place: Mumbai

Date: July 20, 2019

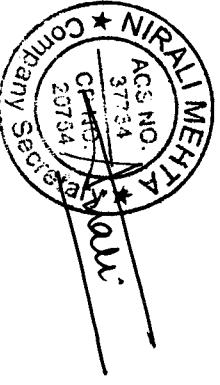
CONSOLIDATED RESULTS

ITEM NO. 1: Approval of Audited Standalone and Consolidated Financial Statement together with Auditors Report.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	141105	31	12765164	48	12906269	100.00
Dissent	1	1	0	0	1	1	0.00
Total	18	141106	31	12765164	49	12906270	100.00

ITEM NO. 2: Re-Appointment of Mr. Adarsh Somani (DIN: 00192609) as a Director who retires by rotation.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	141080	31	12765164	47	12906244	100.00
Dissent	2	26	0	0	2	26	0.00
Total	18	141106	31	12765164	49	12906270	100.00

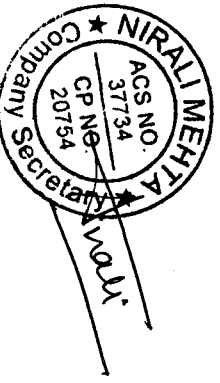


ITEM NO. 3: Appointment of Mr. Sushel Somani (DIN: 00601727) as Director.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	141105	31	12765164	48	12906269	100.00
Dissent	1	1	0	0	1	1	0.00
Total	18	141106	31	12765164	49	12906270	100.00

ITEM NO. 4: Appointment of Mrs. Mamta Biyani (DIN: 01850136) as an Independent Director.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	141105	31	12765164	48	12906269	100.00
Dissent	1	1	0	0	1	1	0.00
Total	18	141106	31	12765164	49	12906270	100.00

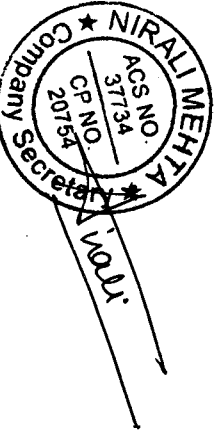


ITEM NO. 5: Appointment of Mr. Narayan Atal (DIN: 00237626) as an Independent Director.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	141105	31	12765164	48	12906269	100.00
Dissent	1	1	0	0	1	1	0.00
Total	18	141106	31	12765164	49	12906270	100.00

ITEM NO. 6: Approval of Remuneration payable to Mr. Surendra Somani (DIN: 00600860).

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	141055	29	12305664	45	12446719	100.00
Dissent	1	1	0	0	1	1	0.00
Total	17	141056	29	12305664	46	12446720	100.00



ITEM NO. 7: Re-appointment of Mr. Surendra Somani (DIN: 00600860) as Executive Vice Chairman.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	141105	29	12305664	46	12446769	100.00
Dissent	1	1	0	0	1	1	0.00
Total	18	141106	29	12305664	47	12446770	100.00



Nirali Mehta