



May 23, 2024

The Manager
BSE Limited
Corporate Relationship Department
P. J. Towers, Dalal Street,
Mumbai – 400 001.

The Manager
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: Annual Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by Ms. Mayuri Bharat Thakkar, Practicing Company Secretary.

You are requested to kindly take the same on record.

FOR KOPRAN LIMITED

Sunil Sodhani
Company Secretary & Compliance Officer
Membership No: FCS3897



CS MAYURI THAKKAR

F.C.S., L.L.B.,

Practicing Company Secretary

Membership No. F12337; COP No. 26189, Peer Review Certificate no. 2858/2022 Mobile No. +91-99203 04440, +91-86554 78170, Email Id: mayurithakkar2006@gmail.com;

SECRETARIAL COMPLIANCE REPORT OF KOPRAN LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

To,

The Board of Directors,

Kopran Limited

CIN: L24230MH1958PLC011078

Parijat House, 1076,

Dr. E. Moses Road,

Worli, Mumbai – 400 018

I, Mayuri Thakkar, Practicing Company Secretary have examined:

- a. all the documents and records made available to me and explanation provided by Kopran Limited (hereinafter referred to as the “**Listed Entity**”),
- b. the filings/ submissions made by the Listed Entity to the stock exchanges,
- c. website of the Listed Entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this Report,

For the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- I. Securities and Exchange Board of India (LODR) Regulations, 2015
- II. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the company during the**

Review Period as no capital raising activity has been undertaken by the Listed Entity);

- III. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- IV. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the company during the Review Period as the Listed Entity has not undertaken buy-back of its securities);**
- V. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

Note: During the review period listed Entity obtained in-principle approval from BSE Limited and National Stock Exchange of India Limited for issue and allotment of ESOPs.

- VI. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the company during the Review Period as the Listed Entity has not issued any Non-Convertible Securities);**
- VII. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

1. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by BSE Limited	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re-Marks
1	Regulation 34 of SEBI (LODR) Regulations, 2015	Regulation 34 of SEBI (LODR) Regulations, 2015	Delay in submission of Annual Report with BSE Limited	Imposed Penalty	Penalty imposed by BSE Limited	Delay in submission of Annual Report with BSE Limited	Rs. 7,080/-	There was delay in submission of Annual Report with BSE Limited and submission with NSE was done within the time frame and Company paid penalty.	Management has taken note of the penalty	NA

2. The listed entity has taken the following actions to comply with the observations made in previous report

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations in the Secretarial Compliance Report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Details of Violation/deviations and action taken/penalty imposed, if any on the entity listed Deviations Action Taken/ penalty imposed if any on the listed entity	Comments of the PCS on the action taken by listed entity
1	NA	NA	NA	NA	NA

I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	--
2.	<p>Adoption and timely updation of the Policies:</p> <ol style="list-style-type: none"> 1. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 2. All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	--
3.	<p>Maintenance and disclosures on Website:</p> <ol style="list-style-type: none"> 1. The Listed entity is maintaining a functional website 2. Timely dissemination of the documents/ information under a separate section on the website 3. Web-links provided in annual corporate governance reports under 	Yes	--

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
	Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website		
4.	Disqualification of Director: None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	--
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board,	Yes	--


Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
	Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes	The listed Company has obtained Omnibus Approval for Related party Transactions
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	I am relying upon disclosures made by Listed entities on the website of stock exchanges and from the independent perusal of the minutes of the meeting of the Board of Directors of the Company and its Committees as produced before me for physical inspection. However, I cannot independently verify about any other material

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
			events/developments in the Company which may affect the financial condition of Company or the interest of the stakeholders at large.
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	---
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	NA	---
12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the</p>	NA	NA

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
	financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	---

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

MAYURI  Digitally signed
by MAYURI
BHARAT THAKKAR
Date: 2024.05.23
14:42:05 +05'30'

Mayuri Bharat Thakkar
Practicing Company Secretary
UDIN: F012337F000431569
Membership No.: F12337

COP No.: 26189
PR No.: 2858/2022
Date: 23/05/2024
Place: Mumbai