

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L24230MH1958PLC011078

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACK3202D

(ii) (a) Name of the company

KOPRAN LIMITED

(b) Registered office address

PARIJAT HOUSE1076 DR E MOSES ROAD  
WORLI MUMBAI-18  
MUMBAI  
Maharashtra  
400018



(c) \*e-mail ID of the company

cs@kopran.com

(d) \*Telephone number with STD code

02243661111

(e) Website

(iii) Date of Incorporation

26/04/1958

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	1
2	National Stock Exchange (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD  
SAKINAKA

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KOPRAN RESEARCH LABORATORY +	U24230MH1986PLC040601	Subsidiary	99.56
2	KOPRAN LIFESCIENCES LIMITED +	U74120MH2010PLC211125	Subsidiary	100

3	KOPRN (H.K) LIMITED		Subsidiary	100
---	---------------------	--	------------	-----

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	56,250,000	48,212,601	48,210,605	48,210,605
Total amount of equity shares (in Rupees)	562,500,000	482,126,010	482,106,050	482,106,050

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	56,250,000	48,212,601	48,210,605	48,210,605
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	562,500,000	482,126,010	482,106,050	482,106,050

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	13,750,000	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	13,750,000	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	288,304	47,922,301	48210605	482,106,050	482,106,050	
<b>Increase during the year</b>	0	9,270	9270	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		9,270	9270			
Transfer of Physical shares to Dematerialisation						
<b>Decrease during the year</b>	9,270	0	9270	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	9,270		9270			
Transfer of Physical shares to Dematerialisation						
<b>At the end of the year</b>	279,034	47,931,571	48210605	482,106,050	482,106,050	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	

iii. Others, specify				0	0	
NIL						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
---	----------------------

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

2,730,948,326

**(ii) Net worth of the Company**

3,955,863,750

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,502,410	11.41	5,502,410	25.77
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	15,852,793	32.88	15,852,793	74.23
10.	Others Nil	0	0	0	0
	<b>Total</b>	21,355,203	44.29	21,355,203	100

**Total number of shareholders (promoters)**

21

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,173,646	41.84	0	0
	(ii) Non-resident Indian (NRI)	1,798,690	3.73	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	65,900	0.14	0	0



4.	Banks	600	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	198,491	0.41	0	0
7.	Mutual funds	725	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	4,615,402	9.57	0	0
10.	Others Trust	1,948	0	0	0
	<b>Total</b>	26,855,402	55.69	0	0

**Total number of shareholders (other than promoters)**

41,546

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

41,567

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FLEDGELING NOMINE +	FLAT 901A SUNBREEZE APARTMENT +			100	
FLEDGELING NOMINE +	BORDAWALA MANSION, DR. ANNI +			100	
JARDINE FLEMING INT +	JARDINE FLEMING INT'L MGT. INC.			100	

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	20	21
Members (other than promoters)	39,886	41,546
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	1	3	1	3	0	0
<b>B. Non-Promoter</b>	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>7</b>	<b>1</b>	<b>7</b>	<b>0</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Surendra Somani	00600860	Managing Director	503,075	
Mr. Susheel Somani	00601727	Director	871,900	
Mrs. Mamta Biyani	01850136	Director	0	
Mr. Narayan Atal	00237626	Director	0	
Dr.SiddhanSubramania	02101174	Director	0	
Dr. Sunita Banerji	02476075	Director	0	
Mr. Adarsh Somani	00192609	Director	181,250	
Mr. Varun Somani	00015384	Director	272,500	
Mr. Sunil Sodhani	AADPS1247G	Company Secretar	0	
Mr. Basant K. Soni	ABDPS4717J	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/08/2022	41,606	50	32.97

### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	8	8	100
2	10/08/2022	8	7	87.5
3	11/11/2022	8	6	75
4	10/02/2023	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2022	4	4	100
2	Audit Committee	10/08/2022	4	3	75
3	Audit Committee	11/11/2022	4	3	75
4	Audit Committee	10/02/2023	4	4	100
5	Nomination & Remuneration Committee	26/05/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Nomination & I	09/02/2023	3	3	100
7	Corporate Soc	26/05/2022	3	3	100
8	Corporate Soc	27/03/2023	3	3	100
9	Stakeholder R	09/02/2023	3	3	100
10	Risk Managem	24/06/2022	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Surendra S	4	4	100	14	14	100	
2	Mr. Susheel S	4	3	75	0	0	0	
3	Mrs. Mamta B	4	2	50	8	6	75	
4	Mr. Narayan A	4	4	100	4	4	100	
5	Dr.SiddhanSu	4	4	100	3	3	100	
6	Dr. Sunita Bar	4	4	100	6	6	100	
7	Mr. Adarsh So	4	4	100	10	10	100	
8	Mr. Varun Son	4	4	100	14	14	100	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr. Surendra Soma	Managing Direct	16,987,500	0	0	0	16,987,500
	Total		16,987,500	0	0	0	16,987,500

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sunil Sodhani	Company Secre +	1,674,492	0	0	0	1,674,492
2	Mr. Basant K. Soni	CFO	2,130,046	0	0	0	2,130,046
	Total		3,804,538	0	0	0	3,804,538

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Susheel Soman +	Director	0	0	0	36,000	36,000
2	Mrs. Mamta Biyani	Director	0	0	0	51,000	51,000
3	Mr. Narayan Atal	Director	0	0	0	80,000	80,000
4	Dr. Siddhan Subran +	Director	0	0	0	75,000	75,000
5	Dr. Sunita Banerji	Director	0	0	0	90,000	90,000
6	Mr. Adarsh Somani	Director	0	0	0	63,000	63,000
7	Mr. Varun Somani	Director	0	0	0	73,000	73,000
	Total		0	0	0	468,000	468,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ms. Mayuri Bharat Thakkar

Whether associate or fellow

Associate  Fellow

Certificate of practice number

26189

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Committee Meetings during FY 2022-23.pdf Kopran_MGT-8-2023.pdf
---

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**Form No. MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **KOPRAN LIMITED** (Hereinafter referred as to the “**Company**”) (CIN: **L24230MH1958PLC011078**) having Registered Office at Parijat House 1076 Dr. E Moses Road Worli Mumbai-400018, as required to be maintained under the Companies Act, 2013 (Hereinafter referred as to the “**Act**”) and the rules made thereunder for the Financial Year ended on March 31, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
  
- B. During the aforesaid Financial Year the company has complied with provisions of the Act and Rules made thereunder in respect of:
  - 1. Its status as a listed public limited company under the Act;
  - 2. The Company has kept and maintained registers/records as required under and as explained by the management, the Company has made entries therein within the time prescribed under the Act;;
  - 3. The Company has filed forms and returns with the Registrar of Companies, Regional Director and other authorities as applicable and prescribed under the Act;
  - 4. Calling/convening/hol+ding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly



recorded in the Minute Book/registers maintained for the purpose and the same have been signed during the financial year under review;

5. The Company had closed its Register of Members from August 08, 2022 to August 10, 2022 for purpose of payment of dividend during the financial year under review;
6. The Company has not granted any advances/loans to its directors and/or persons or firms or companies in violation of provisions of section 185 of the Act;
7. The Company has entered the transactions with related parties as specified in section 188 of the Act and the same were in the ordinary course of business and on an arm's length basis. Details of transactions with the related parties are given in the Disclosure and Notes to Accounts forming part of the financial statement 2022-23;
8. As per the information received from Registrar and Transfer Agent of the Company, transfer or transmission and issue of security certificates are recorded properly in all instances as and when became applicable and there is no instance of buy back of shares/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities;
9. As informed by the management, there were no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. The Company had declared and paid Final Dividend of Rs. 3.00/- per Equity Share of Rs. 10/- each for financial year ended March 31, 2022 and the Company has declared Final Dividend of Rs. 3.00/- per Equity Share of Rs. 10/- each for the financial year ended March 31, 2023. Further there were no transfer requirement for unpaid/unclaimed dividends and other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act during the financial year under review;
11. The Company has complied with the provisions of signing of audited financial statement as per the provisions of section 134 of the Act and report of directors as per sub-sections (3), (4) and (5) thereof;
12. The Board of Directors of the Company is duly constituted. The re-appointment of directors at Annual General Meeting was made in compliance with the provisions of the Act. All other provisions related to constitution/appointment/ re-appointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them have been complied properly;

13. The Company has complied with the provisions of Section 139 of the Act relating to appointment of Auditors. There was no casual vacancy in the office of Auditor during the financial year under review;
14. The company was not required to obtain any approval of Central Government, Tribunal, Regional Director, Courts or such other authorities except the approval from Registrar of Companies for the Forms>Returns filed and Stock Exchange/CDSL and NSDL for Preferential issue during the financial year under review;
15. As informed by the management and confirmed by the auditors, the Company has not accepted/renewed/repaid any deposits during the financial year under review;
16. The Company has complied with provisions of the Act & Rules made there under in respect of borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. As informed by the Management and the Audited Financial Statement for FY 2022-23 given to me, the loans, guarantees or investments made by the Company are within the limit as specified under section 186 of the Companies Act, 2013 during the financial year under review;
18. During the period under review the board of directors of the Company proposed changes in articles of association of the company subject to approvals of the shareholders. Also, the Company has not made any alteration of the provisions of the Memorandum of Association of the Company during the financial year under review;

**Mayuri Bharat Thakkar**

**Practicing Company Secretary**

**UDIN:**

**Place:** Mumbai

**Membership No.:** F12337

**Date:**

**COP No.:** 26189

**PR No.:** 2858/2022

This report is to be read with my letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

## **Annexure A to Form MGT-8**

To,

Kopran Limited

My certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). I believe that the process and practices followed, provide a reasonable basis for my opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of records on test basis.

**Mayuri Bharat Thakkar**

**Practicing Company Secretary**

**UDIN:**

**Place:** Mumbai

**Membership No.:** F12337

**Date:**

**COP No.:** 26189

**PR No.:** 2858/2022



### Committee Meetings during FY 2022-23

Number of Meetings held - 19

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Corporate Affairs Committee	25.04.2022	3	3	100
2.	Nomination and Remuneration Committee	26.05.2022	3	3	100
3.	Corporate Social Responsibility Committee	26.05.2022	3	3	100
4.	Audit Committee	27.05.2022	4	4	100
5.	Risk Management Committee	24.06.2022	3	3	100
6.	Corporate Affairs Committee	06.07.2022	3	3	100
7.	Audit Committee	10.08.2022	4	3	100
8.	Corporate Affairs Committee	10.08.2022	3	3	100
9.	Corporate Affairs Committee	22.09.2022	3	3	100
10.	Corporate Affairs Committee	27.09.2022	3	3	100
11.	Audit Committee	11.11.2022	4	3	100
12.	Risk Management Committee	19.12.2022	3	3	100
13.	Corporate Affairs Committee	10.01.2023	3	3	100
14.	Nomination and Remuneration Committee	09.02.2023	3	3	100
15.	Stakeholders Relationship Committee	09.02.2023	3	3	100



**KOPRAN LTD.:** Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai - 400 018. P. B. No. 9917, Tel.: (022) 4366 1111  
 Fax: (022) 2495 0363 Website: www.kopran.com CIN – L 24230 MH 1958 PLC 011078.  
 Works: • Village Savroli, Taluka: Khalapur, District: Raigad - 410 202. Tel.: (02192) 274500 / 335 / 337 • Fax: (02192) 274025



16.	Independent Directors Meeting	09.02.2023	4	4	100
17.	Audit Committee	10.02.2023	4	4	100
18.	Corporate Affairs Committee	10.02.2023	3	3	100
19.	Corporate Social Responsibility Committee	27.03.2023	3	3	100



**KOPRAN LTD.:** Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai - 400 018. P. B. No. 9917, Tel.: (022) 4366 1111  
Fax: (022) 2495 0363 Website: [www.kopran.com](http://www.kopran.com) CIN – L 24230 MH 1958 PLC 011078.  
Works: • Village Savroli, Taluka: Khalapur, District: Raigad - 410 202. Tel.: (02192) 274500 / 335 / 337 • Fax: (02192) 274025