

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

WWW.KOPRAN.COM

(iii) Date of Incorporation

26/04/1958

| 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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

29/08/2022

(b) Due date of AGM

30/09/2022

(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 | 99.88 |

| | | | | |
|---|---------------------|--|------------|-----|
| 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 | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 297,030 | 42,955,572 | 43252602 | 432,506,060 | 432,506,060 | |
| Increase during the year | 0 | 4,959,999 | 4959999 | 49,599,990 | 49,599,990 | 1,215,199,74 |
| 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 | 4,959,999 | 4959999 | 49,599,990 | 49,599,990 | 1,215,199,74 |
| 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 | |
| x. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| | | | | | | |
| At the end of the year | 297,030 | 47,915,571 | 48212601 | 482,106,050 | 482,106,050 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 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 | 0 |

| | | | | | | |
|----------------------------------|---|---|---|---|---|---|
| iii. Others, specify | | | | 0 | 0 | |
| <input type="text" value="Nil"/> | | | | | | |
| Decrease during the year | 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 | |
| <input type="text" value="Nil"/> | | | | | | |
| At the end of the year | 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 |
| Total | | | 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 |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

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

(i) Turnover

2,045,203,517

(ii) Net worth of the Company

3,787,240,824

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 | 5,481,410 | 11.37 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 15,852,793 | 32.88 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 21,334,203 | 44.25 | 0 | 0 |

Total number of shareholders (promoters)

20

(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 | 20,005,655 | 41.5 | 0 | |
| | (ii) Non-resident Indian (NRI) | 1,581,828 | 3.28 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 65,900 | 0.14 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 600 | 0 | 0 | |
| 6. | Foreign institutional investors | 257,599 | 0.53 | 0 | |
| 7. | Mutual funds | 500 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 4,568,536 | 9.48 | 0 | |
| 10. | Others Trust/ Clearing Member | 395,784 | 0.82 | 0 | |
| | Total | 26,876,402 | 55.75 | 0 | 0 |

Total number of shareholders (other than promoters)

39,886

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

39,906

(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 | BUSINESS CENTRE, BARODAWALLA | | | 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 | 19 | 20 |
| Members (other than promoters) | 35,814 | 39,886 |
| 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 |
| | | | | | | |

| | | | | | | |
|--|---|---|---|---|---|---|
| A. Promoter | 1 | 3 | 1 | 3 | 0 | 0 |
| B. Non-Promoter | 0 | 4 | 0 | 4 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Independent | 0 | 4 | 0 | 4 | 0 | 0 |
| C. Nominee Directors representing | 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 |
| Total | 1 | 7 | 1 | 7 | 0 | 0 |

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

(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

| 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

2

| 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 | 31/08/2021 | 40,836 | 53 | 27.53 |
| EXTRA ORDINARY GENERAL MEETING | 03/01/2022 | 36,847 | 40 | 43.32 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 27/05/2021 | 8 | 7 | 87.5 |
| 2 | 06/08/2021 | 8 | 8 | 100 |
| 3 | 27/10/2021 | 8 | 8 | 100 |
| 4 | 08/12/2021 | 8 | 8 | 100 |
| 5 | 03/02/2022 | 8 | 8 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

18

| 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 | 27/05/2021 | 4 | 4 | 100 |
| 2 | Audit Committee | 06/08/2021 | 4 | 4 | 100 |
| 3 | Audit Committee | 27/10/2021 | 4 | 4 | 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 |
| 4 | Audit Committ | 03/02/2022 | 4 | 4 | 100 |
| 5 | Nomination an | 27/05/2021 | 3 | 2 | 66.67 |
| 6 | Nomination an | 02/02/2022 | 3 | 3 | 100 |
| 7 | stakeholders F | 02/02/2022 | 3 | 3 | 100 |
| 8 | Corporate Soc | 27/05/2021 | 3 | 3 | 100 |
| 9 | Corporate Soc | 02/02/2022 | 3 | 3 | 100 |
| 10 | Risk Managem | 28/06/2021 | 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 | 29/08/2022 |
| | | | | | | | | (Y/N/NA) |
| 1 | Mr. Surendra S | 5 | 5 | 100 | 13 | 13 | 100 | Yes |
| 2 | Mr. Susheel S | 5 | 5 | 100 | 0 | 0 | 0 | Yes |
| 3 | Mrs. Mamta B | 5 | 5 | 100 | 6 | 6 | 100 | Yes |
| 4 | Mr. Narayan A | 5 | 5 | 100 | 4 | 4 | 100 | Yes |
| 5 | Dr.SiddhanSu | 5 | 4 | 80 | 3 | 2 | 66.67 | Yes |
| 6 | Dr. Sunita Bar | 5 | 5 | 100 | 6 | 6 | 100 | Yes |
| 7 | Mr. Adarsh So | 5 | 5 | 100 | 10 | 10 | 100 | Yes |
| 8 | Mr. Varun Son | 5 | 5 | 100 | 12 | 12 | 100 | Yes |

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 | 14,850,000 | 0 | 0 | 0 | 14,850,000 |
| | Total | | 14,850,000 | 0 | 0 | 0 | 14,850,000 |

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 | 1,623,551 | 0 | 0 | 0 | 1,623,551 |
| 2 | Mr. Basant K. Soni | CFO | 2,259,457 | 0 | 0 | 0 | 2,259,457 |
| | Total | | 3,883,008 | 0 | 0 | 0 | 3,883,008 |

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 | 60,000 | 60,000 |
| 2 | Mrs. Mamta Biyani | Director | 0 | 0 | 0 | 102,000 | 102,000 |
| 3 | Mr. Narayan Atal | Director | 0 | 0 | 0 | 92,000 | 92,000 |
| 4 | Dr. Siddhan Subran | Director | 0 | 0 | 0 | 70,000 | 70,000 |
| 5 | Dr. Sunita Banerji | Director | 0 | 0 | 0 | 102,000 | 102,000 |
| 6 | Mr. Adarsh Somani | Director | 0 | 0 | 0 | 75,000 | 75,000 |
| 7 | Mr. Varun Somani | Director | 0 | 0 | 0 | 85,000 | 85,000 |
| | Total | | 0 | 0 | 0 | 586,000 | 586,000 |

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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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

SOMANI SURENDRA
Digitally signed by SOMANI SURENDRA
Date: 2022.10.31 15:12:29 +05'30'

DIN of the director

00600860

To be digitally signed by

SODHANI SUNIL RADHEYSHYAM
Digitally signed by SODHANI SUNIL RADHEYSHYAM
Date: 2022.10.31 16:58:18 +05'30'

Company Secretary

Company secretary in practice

Membership number

3897

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Committee Meetings during FY 2021-22.pdf
MGT-8- Kopran 2022-Signed.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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HANSA GAGGAR

M.Com, GDC & A, LL.B., ACS

Practicing Company Secretary

8369566391

 cshansagaggar@gmail.com

Regd Office: B/7, JAS CHS, PLOT NO. 45 & 46 VIRAT NAGAR, VIRAR(WEST)- DIST: PALGHAR- 401303

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** ("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 (the Act) and the rules made thereunder for the **financial year ended on 31st March, 2022**. 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 & Rules made there under in respect of:
 1. Its status as 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 within the time prescribed under the Act;
 4. Calling/convening/holding 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 / Security holders from 09th August, 2021 to 11th August, 2021 for purpose of payment of dividend during the financial year under review.






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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 contracts / arrangements / 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 2021-22.
8. As per the information received from Registrar and Transfer Agent of the Company, transfer or transmission and issue of security certificates in all instances; as applicable

During the year under review, the Company has allotted 4959999 equity shares of Rs. 10/- at a premium of Rs.245/- each pursuant to issue of Equity Shares on Preferential Issue as per SEBI ICDR Regulations,2018.

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 Interim Dividend of Rs.1.50/- and Final dividend of Rs.1.50/- per Equity Share of Rs. 10/- each for financial year ended 2021. The Company has declared Final Dividend of Rs. 3.00/- per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2022. Further there were no transfer required of 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;

Hansa G.





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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 2021-22 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. The Company has not made any alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the financial year under review.

Hansa Gaggar



Hansa Gaggar
Practicing Company Secretary
Membership No: A40615
CoP No.: 21614
PR: 1870/2022
UDIN: A040615D001364993

Place: Virar
Date: 26th October, 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.



HANSA GAGGAR

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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.



Hansa Gaggar
Practicing Company Secretary
Membership No: A40615
CoP No.: 21614
PR: 1870/2022
UDIN: A040615D001364993

Place: Virar
Date: 26th October, 2022



Committee Meetings during FY 2021-22

Number of Meetings held - 18

| 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 | 27/05/2021 | 4 | 4 | 100 |
| 2. | Audit Committee | 06/08/2021 | 4 | 4 | 100 |
| 3. | Audit Committee | 27/10/2021 | 4 | 4 | 100 |
| 4. | Audit Committee | 03/02/2022 | 4 | 4 | 100 |
| 5. | Nomination and Remuneration Committee | 27/05/2021 | 3 | 2 | 66.67 |
| 6. | Nomination and Remuneration Committee | 02/02/2022 | 3 | 3 | 100 |
| 7. | Stakeholders Relationship Committee | 02/02/2022 | 3 | 3 | 100 |
| 8. | Corporate Social Responsibility Committee | 27/05/2021 | 3 | 3 | 100 |
| 9. | Corporate Social Responsibility Committee | 02/02/2022 | 3 | 3 | 100 |
| 10. | Risk Management Committee | 28/06/2021 | 3 | 3 | 100 |





| | | | | | |
|-----|-----------------------------|------------|---|---|-----|
| 11. | Risk Management Committee | 01/01/2021 | 3 | 3 | 100 |
| 12. | Corporate Affairs Committee | 27/05/2021 | 3 | 3 | 100 |
| 13. | Corporate Affairs Committee | 06/08/2021 | 3 | 3 | 100 |
| 14. | Corporate Affairs Committee | 29/09/2021 | 3 | 3 | 100 |
| 15. | Corporate Affairs Committee | 09/11/2021 | 3 | 3 | 100 |
| 16. | Corporate Affairs Committee | 10/12/2021 | 3 | 3 | 100 |
| 17. | Corporate Affairs Committee | 12/01/2022 | 3 | 3 | 100 |
| 18. | Corporate Affairs Committee | 15/03/2022 | 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