

Corporate Governance

KOPRAN LTD.	
Scrip Code: 524280	Quarter Ending: September 2024

Annexure I

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																			NA			
Whether the listed entity has a Regular Chairperson																			Yes			
Whether Chairperson is related to MD or CEO																			No			
Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committees) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	Surendra Somani	00600860	Executive Director, CEO-MD	No	-	-	-	Active	NA	-	11-06-1977	27-05-2022	-	-	1	0	1	0	-		
2	Mr	Adarsh Somani	00192609	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	29-05-2018	27-05-2022	-	-	2	0	1	0	-		
3	Mrs	Mamta Biyani	01850136	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	08-05-2019	20-07-2024	-	65.00	3	3	5	0	-		
4	Mr	Narayan Atal	00237626	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	08-05-2019	20-07-2024	-	65.00	3	3	5	4	-		
5	Mr	Siddhan Subramanian	02101174	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-09-2014	18-09-2020	-	120.00	2	2	3	1	-		
6	Mrs	Sunita Banerji	02476075	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-09-2014	18-09-2020	-	120.00	1	1	2	0	-		
7	Mr	Susheel Somani	00601727	Non-Executive - Non Independent Director, Chairperson	No	-	-	-	Active	Yes	11-09-2024	20-07-2019	11-09-2024	-	-	2	0	1	0	-		
8	Mr	Varun Somani	00015384	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	29-05-2018	16-09-2020	-	-	3	0	2	1	-		

II. Composition of Committees

Disclosure of notes on composition of committees explanatory				-			
Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	02476075	Sunita Banerji	Non-Executive - Independent Director	Member	14-11-2016	-	-
2	00600860	Surendra Somani	Executive Director	Member	28-05-2014	-	-
3	00237626	Narayan Atal	Non-Executive - Independent Director	Chairperson	08-05-2019	-	-
4	01850136	Mamta Biyani	Non-Executive - Independent Director	Member	08-05-2019	-	-
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	02101174	Siddhan Subramanian	Non-Executive - Independent Director	Chairperson	14-11-2016	-	-
2	02476075	Sunita Banerji	Non-Executive - Independent Director	Member	06-05-2019	-	-
3	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of cessation	Remarks
1	00015384	Varun Somani	Non-Executive - Non Independent Director	Chairperson	06-05-2019	-	-
2	02101174	Siddhan Subramanian	Non-Executive - Independent Director	Member	06-05-2019	-	-
3	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Chairperson	27-05-2021	-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	27-05-2021	-	-
3	01850136	Mamta Biyani	Non-Executive - Independent Director	Member	27-05-2021	-	-

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks

1	01850136	Mamta Biyani	Non-Executive - Independent Director	Chairperson	06-05-2019	-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-
3	00600860	Surendra Somani	Executive Director	Member	24-05-2017	-	-

Corporate Affairs Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00600860	Surendra Somani	Executive Director	Chairperson	-	-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	-	-	-
3	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Member	-	-	-

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	16-05-2024	-	-	Yes	8.00	7	3
2	08-08-2024	83	-	Yes	8.00	8	4

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory							-			
Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Risk Management Committee	03 Jul 2024	-	-	-	Yes	3	3	1	0
2	Audit Committee	16 May 2024	-	-	-	Yes	4	3	2	0
3	Audit Committee	07 Aug 2024	82	-	-	Yes	4	4	3	0

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

Cyber Security Incidence

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Other details of cyber security incidence or breaches or loss of data event			-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			0
Date of the event	-	Brief details of the event	-

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes

5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	Sunil Sodhani
2.	Designation	Company Secretary and Compliance Officer

Annexure II

I. Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
	Disclosure of notes on website in terms of Listing Regulations explanatory	-		

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
6	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
8	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
9	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
Any other information to be provided			-	

1	Name of signatory	Sunil Sodhani
2	Designation	Company Secretary and Compliance Officer

Annexure IV

Additional Half Yearly Disclosure

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

Applicability of disclosure	Applicable
Reason for Non Applicability	Applicable

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

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

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

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

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

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

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

(D) Additional Information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes Remarks:
Name	Basant Kumar Soni
Designation	CFO
Place	Mumbai
Date	10 Oct 2024

Signatory Details:

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