

# Corporate Governance

KOPRAN LTD.

Scrip Code: 524280

Quarter Ending: June 2024

## Annexure I

### I. Composition of Board of Directors

II. 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 Regulation s]	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 Regulation s)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation s)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
					Whether the director 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	08-05-2019	-	62.00	3	3	5	0	-		
4	Mr	Narayan Atal	00237626	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	08-05-2019	08-05-2019	-	62.00	3	3	5	4	-		
5	Mr	Siddhan Suhramanian	02101174	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-09-2014	18-09-2020	-	117.00	2	2	3	1	-		

6	Mrs	Sunita Banerji	02476075	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-09-2014	18-09-2020	-	117.00	1	1	2	0	-		
7	Mr	Susheel Somani	00601727	Non-Executive - Non Independent Director, Chairperson	No	-	-	-	Active	Yes	31-08-2021	20-07-2019	31-08-2021	-	-	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	1	1	-		

## Annexure 1

### II. Composition of Committees

<b>Disclosure of notes on composition of committees explanatory</b>	-
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#### 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			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
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			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
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	07-02-2024	-	-	Yes	8.00	8	4
2	16-05-2024	98	-	Yes	8.00	7	3

#### IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory							-			
	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	Audit Committee	07 Feb 2024	-	-	-	Yes	4	4	3	0
2	Audit Committee	16 May 2024	98	-	-	Yes	4	3	2	0
3	Nomination and remuneration committee	16 May 2024	-	-	-	Yes	3	3	2	0
4	Corporate Social Responsibility Committee	16 May 2024	-	-	-	Yes	3	2	0	0
5	Other Committee	11 Apr 2024	-	Corporate Affairs Committee	-	Yes	3	3	0	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 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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

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