

KOPRAN LIMITED

CIN: L2430 MH1958PLC 011078

Registered Office: Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai – 400 018

Website: www.kopran.com, Email: investors@kopran.com,

Tel. No. 022-43661111, Fax No.022-24950363

NOTICE

Notice is hereby given that the 58th Annual General Meeting of the members of Kopran Limited will be held on Saturday, 02nd September, 2017 at 10.30 a.m. at Shri S.K. Somani Memorial Hall, 79, Marine Drive, Mumbai - 400 020 to transact the following business:

Ordinary Business

Item no. 1: Adoption of Financial Statements

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March, 2017 including Balance Sheet, Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item no. 2: Appointment of Auditors

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this 58th Annual General Meeting till the conclusion of the 63rd Annual General Meeting of the Company (subject to ratification of their appointment by Members at every intervening Annual General Meeting) at such remuneration apart from reimbursement of out-of pocket expenses as shall be fixed by the Board of Directors of the Company.”

Special Business

Item No. 3: Appointment of Mr. Susheel Somani as a Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, Mr. Susheel Somani (DIN 00601727), an Additional Director of the Company who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Susheel Somani as a candidate for the office of a Director of the company, be and is hereby appointed as Director of the Company, who is liable to retire by rotation at the Annual General Meeting.”

Item No 4: Re-appointment of Mr. Surendra Somani as Executive Vice Chairman

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the Company hereby approves the appointment of Mr. Surendra Somani (DIN:- 00600860) as Whole-time Director designated as Executive Vice Chairman of the Company for a period of three years with effect from 01st January, 2017 (the date of appointment) upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Surendra Somani.”

Item No 5: Reclassification of Promoters shareholdings

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the applicable provisions of the Companies Act, 2013 read with the rules

framed thereunder (including any statutory modification(s) or reenactment(s) thereof) the consent of the Members of the Company be and is hereby accorded for re-classification of the mentioned herein below Promoters shareholding from “Promoter & Promoter Group Category” to “Public Category” of the Company.”

| Sr. No. | Name of the Promoter & Promoter Group Entities | No. of Shares held | % of total equity shares of the Company |
|----------------|---|---------------------------|--|
| 1. | Morganite Trading Company Private Ltd | 161150 | 0.37% |
| 2. | Sarla Sevantilal Parekh | 6290 | 0.01% |
| 3. | Pravina Rameshchandra Virvadia | 8500 | 0.02% |
| 4. | Uni Recyclers Private Limited | 265395 | 0.61% |
| 5. | Practical Financial Services Private Ltd | 96900 | 0.22% |
| 6. | Renuka Vinubhai Bhansali | 8500 | 0.02% |
| 7. | Anushree Somani | 9000 | 0.02% |
| 8. | Vrinda Somani | 9000 | 0.02% |
| | Total Shares | 564735 | 1.29% |

“**RESOLVED FURTHER THAT** the promoters herein mentioned above seeking re-classification along with the Promoter group entities and the persons acting in concert do/shall not:

- Have any special rights through formal or informal arrangements and/or hold more than 10% of paid up Capital of the Company.
- Act as Key Managerial Personnel for a period of more than three years from the date of shareholders’ approval and

On meeting of the above conditions, the herein mentioned Promoters in the resolution shall cease to be Promoters of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution including filing of necessary forms/returns with the Ministry of Corporate Affairs/ Stock Exchanges/ other concerned Authorities.”

Notes:

- MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxies in order to be effective must be received not less than 48 hours before the meeting at the Registered Office at Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai – 400 018.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
- Members / Proxies should bring duly filled in and signed Attendance Slip for attending the meeting.
- Members holding physical shares desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form no. SH-13 available on company’s website and submit the same to Registrar and Transfer Agent of the Company. Nomination for Demat Account holders can only be done through their Depository Participant (DP).
- The company’s Register of Members and Share Transfer Books shall be closed from 31st August, 2017 to 02nd September, 2017 (both days inclusive).
- The Notice of the AGM along with Annual Reports 2016-17 is being sent by electronic mode to those members whose E-mail addresses are registered with the Depositories. Members desirous of physical copy of the same can send their request to the registered office of the Company or to the E-mail ID : investors@kopran.com

8. To support the 'green initiative', the members who have not registered their E-mail addresses are requested to register the same with their depositories.
9. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members shall be provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL on all resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 30th August, 2017 at 9.00 am and ends on 01st September, 2017 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 26th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant KOPRAN LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on 30th August, 2017 at 9.00 am and ends on 01st September, 2017 at 5.00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 26th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 2 to 5 of the accompanying Notice dated 04th August, 2017.

Item No.2

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

M/s Batliboi & Purohit Co., Chartered Accountants (Firm Registration No. 101048W) have been the Auditors of the Company and have completed their term as Auditor upon the conclusion of this AGM with respect to limits prescribed under section 139 of the Companies Act, 2013 to be the Auditor of the Company.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 04th August, 2017 proposed the appointment of M/s Khandelwal Jain & Co. Chartered Accountants (Firm Registration No.105049W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Sixty Third (63rd) AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM as required under the Act on a remuneration and any out-of-pocket expenses incurred in connection with the Audit as may be decided by the Board of Directors in consultation with the Auditors

M/s Khandelwal Jain & Co. Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No.2 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.2 of the Notice.

Item No.3

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions of the Act read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Susheel Somani as an Additional Director of the Company with effect from 12th September, 2016. Mr. Susheel Somani holds office upto the date of the Annual General Meeting and is eligible for appointment as a Director of the Company.

Brief Profile of Mr. Susheel Somani

| | |
|---|---|
| Name | Mr. Susheel Somani |
| DIN | 00601727 |
| Date of Birth | 11 th January, 1941 |
| Age | 76 years |
| Date of first Appointment | 12.09.2016 |
| Expertise in Specific Functional Area | Mr. Susheel Somani has overall four decades of experience in the area of finance and human resource management. |
| Directorships held in other Public Companies | 1. G. Claridge & Co. Ltd 2. Oricon Enterprises Ltd 3. Claridge Moulded Fibre Ltd 4. Shinrai Auto Services Ltd 5. Debonair Publications Ltd 6. United Maleable Co. Ltd 7. Hotel Empire Ltd. 8. Kopran Lifesciences Ltd 9. CMFL Packaging Ltd |
| Memberships/Chairmanships of Committees in other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) | Oricon Enterprises Ltd-Audit Committee |
| Shareholding in Kopran Limited (No. of Shares) | 871900 |
| Relationships between Directors inter-se | None |
| Terms and conditions of appointment/ re-appointment | Appointed as Non-Executive Director liable to retire by rotation |

The Board of Directors has received a notice from a member proposing the candidature of Mr. Susheel Somani as a Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received from Mr. Susheel Somani consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mr. Susheel Somani as a Director of the Company who is liable to retire by rotation at the Annual General Meeting. In the opinion of the Board of Directors, Mr. Susheel Somani proposed to be appointed, as a Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives is interested or concerned in the Resolution.

Item No.4

The Board of Directors of your Company has, at its meeting held on 14th November, 2016 re-appointed Mr. Surendra Somani (DIN:- 00600860) as Executive Vice Chairman of the Company with effect from 01st January, 2017 on recommendation received from the Nomination and Remuneration Committee . The Board unanimously approved re-appointment resolution subject to approval by member's in ensuing General Meeting as per the provisions of Section 196, 197 and Part II Section II of Schedule V and other applicable provision under the Companies Act, 2013.

Further, the recommendation was received from Nomination & Remuneration Committee on 01st February, 2017 for repackaging of the salary structure of Mr. Surendra Somani, Executive Vice Chairman which was approved by the Board at its meeting held on 07th February, 2017.

The required Disclosure under Schedule V of the Companies Act, 2013 and Reg 36(3) of SEBI (LODR) Regulations, 2015:

Term of Appointment:

Three years from 01st January 2017 to 31st December, 2019 as Executive Vice Chairman.

A) General Information :

1. Nature of the Industry & commercial operation: The Company is engaged in the business of manufacture and sale of Bulk Drugs and Formulation since last 58 years.
2. Financial Performance based on given indicators.

in Lacs

| Particulars | Year ended 31.03.2015 | Year ended 31.03.2016 | Year ended 31.03.2017 |
|-------------|-----------------------|-----------------------|-----------------------|
| Sales | 33,207 | 18,814 | 18,165 |
| PBDIT | 3,810 | 2,577 | 1,645 |
| Net Profit | 1,548 | 1,144 | 1,287 |

3. Foreign investments and collaboration : Foreign Investment in wholly owned subsidiary Kopran (H.K.) Ltd., Hongkong ` 23.19 lacs.

B) Information About Appointee:

| | |
|--------------------------------|--|
| Name of the Director | Mr. Surendra Somani |
| Director Identification Number | 00600860 |
| Date of Joining the Board | 11 th June, 1977 |
| Profile of the Director | Mr. Surendra Somani aged 63 years, is a Commerce Graduate from Mumbai University. He has joined the Company since 1977. He has rich experience in the Pharmaceutical Industry. His tenure as Executive Vice Chairman expired on 31st December, 2016. |
| Number of shares | 503075 Equity Shares. |
| Past Remuneration | ` 89.90 Lacs per annum |
| Remuneration Proposed | Basic Salary: ` 8,25,000 per month House Rent Allowance: ` 4,12,500 per month Perquisites 1. Furniture for Residence and electricity charges will be provided by the Company. 2. Reimbursement of medical expenses incurred. |

| | |
|---|---|
| | <p>3. Reimbursement of membership fee for one club in India including admission and life membership fees.</p> <p>4. Gratuity as per Gratuity Act.</p> <p>5. Leave with full pay or encashment thereof as per the Rules of the Company.</p> <p>6. Free use of car with driver, free telephone and computer facilities at residence for the Company's business.</p> <p>7. Within the overall pay structure as mentioned above, the Executive Vice Chairman may be given any other allowances, benefits and perquisites as per the Nomination and Remuneration Committee, may decide from time to time.</p> <p>Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.</p> |
| Job Profile & Brief terms of appointment. | Substantial power of management, including but not limited to administration, finance, marketing and sales, purchase, production, quality control under the overall superintendence and direction of the Board. Appointment is for a period of three years with effect from 01 st January, 2017 |
| Notice period and Severance fees | Notice not less than 90 days in writing by either party. Severance Fees is max not to accede remuneration of Notice Period. |
| Relationships between Directors inter-se | None of the Directors or Key Managerial Persons are related |
| Directorships held in other Public Companies | <ol style="list-style-type: none"> 1. Kopran Lifesciences Ltd 2. Oricon Enterprises Ltd |
| Memberships / Chairmanships of Committees in other Public Companies | None |
| Shareholding in Kopran Limited (No. of Shares) | 503075 |

C) Other Information.

| | |
|---|--|
| Reason of loss or inadequate profits | Company has currently improved its performance and turn in black in current financial year. |
| Steps taken or proposed to be taken for improvements | Detailed note is available in the Directors Report and Management Discussion and Analysis. |
| Expected increase in productivity and profits in measurable terms | The management is having a positive view on Company's performance on the steps taken to explore sales at different geographical locations is yielding results. |

The Board recommends the Special Resolution as set out at Item no. 4 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 4 of the Notice

Item No.5

The Company is required to identify the individuals and entities forming part of its 'Promoter & Promoter Group Category' and 'Public Category' and disclose them under various provisions of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading)

Regulations, 2015 and other applicable laws as in force. Regulation 31A of the Listing Regulations empowers the Stock Exchange to allow re-classification or modification of the existing status of individuals or entities from 'Promoter & Promoter Group Category' to 'Public Category' or vice-versa, only subject to the fulfillment of the conditions as provided therein.

The Company has received the request letters from the Promoter to re-classify their status from "Promoter and Promoter Group Category" to "Public Category" of the Company in terms of Regulation 31A of the Listing Regulations. The names of the Outgoing Entities from whom the Company has received request for re-classification, together with their shareholding as on the date of this Notice is given below:

| Name of the outgoing Promoter | No. of Shares held | % of total equity shares of the Company |
|--|---------------------------|--|
| Morganite Trading Company Private Ltd | 161150 | 0.37% |
| Sarla Sevantilal Parekh | 6290 | 0.02% |
| Pravina Rameshchandra Virvadia | 8500 | 0.02% |
| Uni Recyclers Private Limited | 265395 | 0.61% |
| Practical Financial Services Private Ltd | 96900 | 0.22% |
| Renuka Vinubhai Bhansali | 8500 | 0.02% |
| Anushree Somani | 9000 | 0.02% |
| Vrinda Somani | 9000 | 0.02% |
| Total | 564735 | 1.29% |

None of the above Shareholders

- holds more than 10% of the total share capital of the Company (either individually or in concert);
- have any direct or indirect control over the affairs of the Company;
- holds any key managerial position in the Company;
- have any representations on the Board of Directors in the Company;
- is engaged in any management or day to day affairs of the Company;
- have any influences on the decision taken by the Company;
- have any special right through formal or informal arrangements with the Company

Post re-classification the remaining members of the existing 'Promoter and Promoter Group Category' of the Company will hold 43.66% shareholding in the company.

The Board of Director at their meeting held on 04th August, 2017 has accorded their approval to the said re-classification subject to the approval of the Members of the Company and relevant regulatory authorities. The Board recommends the Resolution as set out at Item no. 5 of the Notice for approval of the Members.

Except Mr. Surendra Somani and his relative, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 5 of the Notice.

For Kopran Limited

Sunil Sodhani
Company Secretary

Registered Office:
Parijat House, 1076,
Dr. E. Moses Road,
Worli, Mumbai-400 018

Place: Mumbai
Date : 04th August, 2017