

KOPRAN LIMITED

CIN: L24230MH1958PLC011078

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 OF 61st ANNUAL GENERAL MEETING

Notice is hereby given that the 61st Annual General Meeting of the members of Kopran Limited will be held on Wednesday, 16th September, 2020 at 12.00 noon (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business:

Ordinary Business

Item no. 1: To receive, consider and adopt:

- (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Statutory Auditors thereon.
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2020 together with the Reports of the Statutory Auditors thereon.

Item no. 2: To appoint a Director in place of Mr. Varun Somani (DIN: 00015384), a Non Executive/Non Independent Director, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business

Item no. 3: Re-appointment of Dr. Siddhan Subramanian (DIN: 02101174) as an Independent Director

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Siddhan Subramanian (DIN: 02101174), who was appointed as an independent director of the Company for a term of five years up to 18th September, 2020 and is eligible for being re-appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation for the year 2019-20, be and is hereby re-appointed as an independent director on the Board of the Company for a second term of five consecutive years, effective from 18th September, 2020 to 17th September, 2025.”

Item no. 4: Re-appointment of Dr. Sunita Banerji (DIN: 02476075) as an Independent Director

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Sunita Banerji (DIN: 02476075), who was appointed as an independent director of the Company for a term of five years up to 18th September, 2020 and is eligible for being re-appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of her performance evaluation for the year 2019-20, be and is hereby re-appointed as an independent director on the Board of the Company for a second term of five consecutive years, effective from 18th September, 2020 to 17th September, 2025.”

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement along with Annexure sets out all material facts relating to the business mentioned under Item Nos. 3 & 4 of the accompanying Notice dated 11th August, 2020.

Item No. 3 & 4 : Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 29th September, 2014, appointed Dr. Siddhan Subramanian (DIN: 02101174) and Dr. Sunita Banerji (DIN: 02476075) as Additional Director (Independent) of the Company. Their appointment was also approved by the shareholders at the 56th Annual General Meeting of the Company held on 19th September, 2015 for the first term of consecutive period of five years from 19th September, 2015 to 18th September, 2020.

The first term as Independent Director will expire on 18th September, 2020, based on the recommendation of the Nomination and Remuneration Committee (NRC), considering the skills, experience & knowledge they possess and the report of performance evaluation for the financial year 2019-20, done on the criteria of Evaluation of Independent Director formulated by NRC, the Board at its meeting held on 11th August, 2020 recommended for the approval of the members, the re-appointment of Dr. Siddhan Subramanian (DIN: 02101174) and Dr. Sunita Banerji (DIN: 02476075) for a second term of five consecutive years with effect from 18th September, 2020 up to 17th September, 2025 in terms of section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof.

In accordance with section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Dr. Siddhan Subramanian (DIN: 02101174) and Dr. Sunita Banerji (DIN: 02476075) fulfill the requirement of an Independent Director as laid down under section 149(6) of the Act and regulation 16 of the Listing Regulations.

In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act, as amended and rules made thereunder, has been received by the Company, regarding their candidature for the office of the director.

Dr. Siddhan Subramanian (DIN: 02101174) and Dr. Sunita Banerji (DIN: 02476075) have given their consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that they meet the criteria of independence as provided in section 149(6) and regulation 16 of the Listing Regulations and are not disqualified from being appointed as a director in terms of section 164 of the Act.

The terms and conditions of appointment of Independent Directors is available at the Company's website www.kopran.com

The Board is of the opinion that Dr. Siddhan Subramanian (DIN: 02101174) and Dr. Sunita Banerji (DIN: 02476075) possess requisite skills, experience and knowledge relevant to the Company's business and it would be of benefit to the Company to continue to have their association with the Company as Independent Director of the Company. According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of Listing Regulations and is independent of the Management.

The profile and specific areas of expertise of Dr. Siddhan Subramanian and Dr. Sunita Banerji are provided as Annexure to this Notice.

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

The Board recommends the special resolution set out in Item No. 3 & 4 for approval by shareholders.

Annexure
(TO THE EXPLANATORY STATEMENT)

Details of Directors proposed to be re-appointed at the Annual General Meeting scheduled to be held on 16th September, 2020 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.]

Name of the Director	Mr. Varun Somani	Dr. Siddhan Subramanian	Dr. Sunita Banerji
Director Identification Number	00015384	02101174	02476075
Date of Birth	27 th September, 1982	18 th March, 1951	4 th February, 1958
Age	37 Years	69 Years	62 Years
Date of Initial Appointment	29 th May, 2018	29 th September, 2014	29 th September, 2014
Qualifications	Bachelor of Business Administration (BBA) from University of Michigan, USA	Phd in Organic Chemistry from Indian Institute of Technology	MBBS
Terms and conditions of appointment & Category	Non-Executive Director (Promoter). He is entitled only to receive sitting fees for Board and Committee Meetings	Non-Executive Director (Independent). He is entitled only to receive sitting fees for Board and Committee Meetings	Non-Executive Director (Independent). She is entitled only to receive sitting fees for Board and Committee Meetings
Brief Profile of the Directors	Mr. Varun Somani joined Parijat Enterprises in 2004. He is serving as the Managing Director of Kopran Laboratories Ltd. and Shinrai Auto Services Ltd. Kopran Laboratories Ltd., is a healthcare company which Markets medical equipment's in the diagnostic & healthcare industry. The company represents multiple multinational companies in different spheres of the healthcare industry, which gives it a unique advantage of providing a basket of high quality products at competitive prices for the Indian subcontinent market. He is also involved in the Real Estate activities of the group and is currently setting up a packaging unit under Oricon Enterprises Ltd., a group	Dr. Siddhan Subramanian has a vast experience covering R&D in chemicals, agrochemicals and colorants, Technical Service in Textiles, Pigments, Paper, Leather, Pharma, Agro and Chemical industries, Sales and Marketing in Pigments, Fine and Life Science Chemicals. Experienced in IPR and worked on SAP and other ERP systems.	Dr. Sunita Banerji received her credentials in obstetrics and gynecology in 1982 after which she set up a successful family Medicine practice in Mumbai in 1989. She has extensive knowledge of pharmaceutical products, especially new products in chronic therapies. She received extensive training in Aesthetics in London and upon her return, she started an Aesthetic Medicine practice.
Expertise in specific functional areas	Finance & Sales	Technical & Regulatory	Finance, Technical & Human Resource

Name of the Director	Mr. Varun Somani	Dr. Siddhan Subramanian	Dr. Sunita Banerji
Shareholding in the Company	2,72,500 Equity Shares	NIL	NIL
Relationship with other Directors & KMP's	Son of Mr. Surendra Somani	Not related	Not related
Directorship in Other Companies	Hotel Empire Ltd. Skyland Securities Pvt.Ltd. Apurva Caplease and Finance Pvt. Ltd. Sorabh Trading Pvt. Ltd. Panorama Finvest Pvt. Ltd. Himalaya Builders Pvt. Ltd. Reay Road Iron and Metal Warehousing Pvt. Ltd. Kopran Laboratories Ltd. Bigflex Enterprises Pvt. Ltd. Premier Comm. Co. Pvt. Ltd.	None	Kopran Research Laboratories Limited Shihan Enterprises Private Limited
Committee membership in other companies	None	None	Kopran Research Laboratories Limited Audit Committee - Chairman Nomination & Remuneration Committee – Chairman

Place: Mumbai

Date : 11th August, 2020

For Kopran Limited

Sunil Sodhani
Company Secretary & Compliance Officer

Notes:

1. The Company's Register of Members and Share Transfer Books shall be closed from 7th September, 2020 to 9th September, 2020 (both days inclusive).
2. The Notice of the AGM along with Annual Reports 2019-20 is being sent by electronic mode to those members whose E-mail addresses are registered with the Depositories/Company.
3. Ms. Nirali Mehta, Practicing Company Secretary (Membership No. A37734, COP No. 20754) has been appointed as the Scrutinizer to scrutinize the e-voting process.
4. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kopran.com and on the website of NSDL within two days of the passing of the resolutions at the 61st AGM of the Company on 16th September, 2020 and communicated to the BSE & NSE, where the shares of the Company are listed.
5. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kopran.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 13th September, 2020 at 9.00 A.M. and ends on Tuesday, 15th September, 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - a) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - b) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to nirali@mindspright.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@kopran.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@kopran.com
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions 48 hours in advance of the meeting time mentioning their name demat account number/folio number, email id, mobile number at investors@kopran.com. The same will be replied by the company suitably.