

**Corporate Governance: Quarter ending: September-2022**

<b>KOPRAN LTD.</b>	
<b>BSE Scrip Code : 524280 NSE Scrip Code: KOPRAN</b>	<b>Quarter ending : September 2022</b>

**Annexure 1  
Composition of Board of Directors**

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Surendra Somani	Executive Director,CEO-MD	11 Jun 1977	20 Jul 2019	-	-	1	1	0
Mr	Adarsh Somani	Non-Executive - Non Independent Director	29 May 2018	20 Jul 2019	-	-	3	2	0
Mrs	Mamta Biyani	Non-Executive - Independent Director	08 May 2019	08 May 2019	-	38.00	3	3	0

Mr	Narayan Atal	Non-Executive - Independent Director	08 May 2019	08 May 2019	-	38.00	3	5	4
Mr	Siddhan Subramanian	Non-Executive - Independent Director	29 Sep 2014	18 Sep 2020	-	93.00	1	1	0
Mrs	Sunita Banerji	Non-Executive - Independent Director	29 Sep 2014	18 Sep 2020	-	93.00	1	2	0
Mr	Susheel Somani	Non-Executive - Non Independent Director, Chairperson	20 Jul 2019	31 Aug 2021	-	-	2	1	0
Mr	Varun Somani	Non-Executive - Non Independent Director	29 May 2018	16 Sep 2020	-	-	2	1	1

### Annexure 1

#### Composition Of Committee

#### Audit Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Sunita Banerji	Non-Executive - Independent Director, Member,	14-11-2016	-
Surendra Somani	Executive Director, Member,	28-05-2014	-

Narayan Atal	Non-Executive - Independent Director,Chairperson,	08-05-2019	-
Mamta Biyani	Non-Executive - Independent Director,Member,	08-05-2019	-

### Nomination and remuneration committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Siddhan Subramanian	Non-Executive - Independent Director,Chairperson,	14-11-2016	-
Sunita Banerji	Non-Executive - Independent Director,Member,	06-05-2019	-
Varun Somani	Non-Executive - Non Independent Director,Member,	06-05-2019	-

### Stakeholders Relationship Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Varun Somani	Non-Executive - Non Independent Director,Chairperson,	06-05-2019	-
Siddhan Subramanian	Non-Executive - Independent Director,Member,	06-05-2019	-
Adarsh Somani	Non-Executive - Non Independent Director,Member,	06-05-2019	-

### Risk Management Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
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Adarsh Somani	Non-Executive - Non Independent Director,Chairperson,	27-05-2021	-
Varun Somani	Non-Executive - Non Independent Director,Member,	27-05-2021	-
Mamta Biyani	Non-Executive - Independent Director,Member,	27-05-2021	-

#### Corporate Social Responsibility Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mamta Biyani	Non-Executive - Independent Director,Chairperson,	06-05-2019	-
Varun Somani	Non-Executive - Non Independent Director,Member,	06-05-2019	-
Surendra Somani	Executive Director,Member,	24-05-2017	-

#### Corporate Affairs Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Surendra Somani	Executive Director,Chairperson,	-	-
Varun Somani	Non-Executive - Non Independent Director,Member,	-	-
Adarsh Somani	Non-Executive - Non Independent Director,Member,	-	-

**Annexure 1**

**Meeting Of Board Of Directors**

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
27 May 2022	-	0
-	10 Aug 2022	74

**Annexure 1**

**Meeting Of Committees**

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Other Committee	-	Yes,	25 Apr 2022	0
Other Committee	06 Jul 2022	Yes,	-	71
Other Committee	10 Aug 2022	Yes,	-	34
Audit Committee	-	Yes,	27 May 2022	0
Audit Committee	10 Aug 2022	Yes,	-	74
Other Committee	22 Sep 2022	Yes,	-	42
Other Committee	27 Sep 2022	Yes,	-	4

<b>Annexure 1</b>		
<b>Related Party Transactions</b>		
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance</b>
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

<b>Annexure 1</b>	
<b>Affirmations</b>	
<b>Subject</b>	<b>Compliance status (Yes/No)</b>
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes

The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
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
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
5.This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
Signatory Details	
Name of signatory	Sunil Sodhani
Designation of person	Company Secretary and Compliance Officer

**Annexure 2  
Website Affirmations**

Item	Compliance status	Details of non-compliance
No Record found		

**Annexure 2**

**Annual Affirmation**

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
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No Data Available

Annexure 2		
Affirmation		
Sr.	Particulars	Compliance status (Yes/No)
No Data Available		
Signatory Details		
Name of signatory	Sunil Sodhani	
Designation of person	Company Secretary and Compliance Officer	

**Annexure 3**

Broad heading	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance
no record found			

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

**Annexure 4**

**Additional Half Yearly Disclosure**

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

(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	-	-	-
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	-	-	-

## II. Affirmations:

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.	
Name	Basant Kumar Soni
Designation	CFO