

**Corporate Governance: Quarter ending: March 2024**

<b>KOPRAN LTD.</b>	
<b>BSE Scrip Code : 524280    NSE Scrip Code:KOPRAN</b>	<b>Quarter ending : March 2024</b>

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 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 Committee(s) 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)	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	-	-	3	0	2	0		
3	Mrs	Mamta Biyani	01850136	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	08-05-2019	08-05-2019	-	59.00	3	3	5	0		
4	Mr	Narayan Atal	00237626	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	08-05-2019	08-05-2019	-	59.00	3	3	5	4		

5	Mr	Siddhan Subramanian	02101174	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-09-2014	18-09-2020	-	114.00	1	1	1	0		
6	Mrs	Sunita Banerji	02476075	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-09-2014	18-09-2020	-	114.00	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	-	-	2	0	1	1		

Annexure 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	07-11-2023	-	-	Yes	8.00	8	4
2	07-02-2024	91	-	Yes	8.00	8	4

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory						-				
Sr	Name of Committee	EnterDate(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 Nov 2023	-	-	-	Yes	4	4	3	0
2	Audit Committee	07 Feb 2024	91	-	-	Yes	4	4	3	0
3	Nomination and remuneration committee	07 Feb 2024	-	-	-	Yes	3	3	2	0
4	Stakeholders Relationship Committee	07 Feb 2024	-	-	-	Yes	3	3	1	0
5	Corporate Social Responsibility Committee	26 Mar 2024	47	-	-	Yes	3	3	1	0
6	Other Committee	12 Feb 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		
Sr	Subject	Compliance status
1.	Name of signatory	Sunil Sodhani
2.	Designation	Company Secretary and Compliance Officer

#### Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
2	Terms and conditions of appointment of independent directors	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
3	Composition of various committees of board of directors	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
6	Criteria of making payments to non-executive directors	NA	-	-
7	Policy on dealing with related party transactions	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
8	Policy for determining material subsidiaries	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
10	Email address for grievance redressal and other relevant details	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
12	Financial results	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
13	Shareholding pattern	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>

14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
16	New name and the old name of the listed entity	NA	-	-
17	Advertisements as per regulation 47 (1)	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
18	Credit rating or revision in credit rating obtained	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	<a href="https://www.kopran.com/">https://www.kopran.com/</a>
20	Secretarial Compliance Report	Yes	-	-
21	Materiality Policy as per Regulation 30 (4)	Yes	-	-
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	-	-
23	Disclosures under regulation 30(8)	Yes	-	-
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	-	-
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	-	-
26	Annual return as provided under section 92 of the Companies Act, 2013	NA	-	-
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA	-	-
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	NA	-	-
Disclosure of notes on website in terms of Listing Regulations explanatory		-	-	-

## Annexure 2

## II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of compliance reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of conduct	17(5)	Yes	-
8	Fees or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and management	17(9)	Yes	-
12	Performance evaluation of independent directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of audit committee	18(1)	Yes	-
16	Meeting of audit committee	18(2)	Yes	-
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	-
18	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
21	Role of Nomination and Remuneration Committee	19(4)	Yes	-
22	Composition of stakeholder relationship committee	20(1), 20(2) & 20(2A)	Yes	-

23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
24	Role of Stakeholders Relationship Committee	20(4)	Yes	-
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
26	Meeting of Risk Management Committee	21(3A)	Yes	-
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	-
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	-
29	Vigil mechanism	22	Yes	-
30	Policy for related party transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	-
31	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
32	Approval for material related party transactions	23(4)	NA	-
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
34	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
35	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
36	Alternate Director to Independent Director	25(1)	NA	-
37	Maximum tenure	25(2)	Yes	-
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	-
39	Meeting of independent directors	25(3) & (4)	Yes	-
40	Familiarization of independent directors	25(7)	Yes	-
41	Declaration from Independent Director	25(8) & (9)	Yes	-
42	Directors and Officers insurance	25(10)	Yes	-
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	-
44	Memberships in committees	26(1)	Yes	-
45	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
46	Disclosure of shareholding by non-executive directors	26(4)	Yes	-

47	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	-
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	-
Any other information to be provided				-

Name of signatory	Sunil Sodhani
Designation	Company Secretary and Compliance Officer

III. Affirmation		
Sr.	Particulars	Compliance status (Yes/No/NA)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes
Any other information to be provided		-

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
no record found				
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	-	-	-
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.	
Name	Basant Kumar Soni
Designation	CFO
Place	Mumbai
Date	11 Apr 2024

Signatory Details:

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