

Corporate Governance

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| KOPRAN LTD. | |
| Scrip Code :524280 | Quarter Ending : December 2020 |

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 | - | - | 19.00 | 2 | 3 | 0 |
| Mr. | Narayan Atal | Non-Executive - Independent Director | 08 May 2019 | - | - | 19.00 | 3 | 5 | 4 |
| Mr. | Siddhan Subramanian | Non-Executive - Independent Director | 29 Sep 2014 | 18 Sep 2020 | - | 75.00 | 1 | 1 | 0 |
| Mrs. | Sunita Banerji | Non-Executive - Independent Director | 29 Sep 2014 | 18 Sep 2020 | - | 75.00 | 1 | 2 | 1 |
| Mr. | Susheel Somani | Non-Executive - Non Independent Director, Chairperson | 20 Jul 2019 | - | - | - | 2 | 1 | 0 |
| Mr. | Varun Somani | Non-Executive - Non Independent Director | 29 May 2018 | 16 Sep 2020 | - | - | 2 | 1 | 1 |

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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 | - |

| 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 | - | - |

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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) |
|---|---|---|
| 11 Aug 2020 | - | 0 |
| - | 28 Oct 2020 | 77 |

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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) |
|-------------------|---|---|---|--|
| Audit Committee | - | Yes, | 11 Aug 2020 | 0 |
| Audit Committee | 28 Oct 2020 | Yes, | - | 77 |
| Other Committee | 22 Oct 2020 | Yes, | - | 0 |
| Other Committee | 21 Dec 2020 | Yes, | - | 59 |

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Annexure 1

Related Party Transactions

| Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance |
|--|-------------------------------|---|
| 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 | - |

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Annexure 1

Affirmations

| Subject | Compliance status (Yes/No) |
|---|----------------------------|
| 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 | NA |
| 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 | | |

- Annual Affirmation
- Affirmation

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Annexure 2

Annual Affirmation

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

No Data Available

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Annexure 2

Annual 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 |