

## Corporate Governance

|                           |                                       |
|---------------------------|---------------------------------------|
| <b>KOPRAN LTD.</b>        |                                       |
| <b>Scrip Code :524280</b> | <b>Quarter Ending : December 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                 | 27 May 2022  | -                 | -                              | 1  | 1   | 0  |
| Mr    | Adarsh Somani        | Non-Executive - Non Independent Director | 29 May 2018                 | 27 May 2022  | -                 | -                              | 3  | 2   | 0  |
| Mrs   | Mamta Biyani         | Non-Executive - Independent Director     | 08 May 2019                 | 08 May 2019  | -                 | 44.00                          | 3  | 5   | 0  |
| Mr    | Narayan Atal         | Non-Executive - Independent Director     | 08 May 2019                 | 08 May 2019  | -                 | 44.00                          | 3  | 5   | 4  |
| Mr    | Siddhan Subramanian  | Non-Executive - Independent Director     | 29 Sep 2014                 | 18 Sep 2020  | -                 | 99.00                          | 1  | 1   | 0  |

|     |                |   |             |             |   |       |   |   |   |
|-----|----------------|---|-------------|-------------|---|-------|---|---|---|
| Mrs | Sunita Banerji | Non-Executive - Independent Director                  | 29 Sep 2014 | 18 Sep 2020 | - | 99.00 | 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**

| <b>Audit Committee</b>           |  |                            |                          |
|----------------------------------|--|----------------------------|--------------------------|
| <b>Name of Committee members</b> | <b>Category</b>                                    | <b>Date Of Appointment</b> | <b>Date of Cessation</b> |
| 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                 | -                        |

| <b>Nomination and remuneration committee</b> |  |                            |                          |
|--|--|----------------------------|--------------------------|
| <b>Name of Committee members</b>             | <b>Category</b>                                    | <b>Date Of Appointment</b> | <b>Date of Cessation</b> |
| 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 |
| 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) |
|---|---|---|
| 10 Aug 2022   | -   | 0   |
| -   | 11 Nov 2022   | 92  |

**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,  | 10 Aug 2022   | 0  |
| Audit Committee           | 11 Nov 2022   | Yes,  | -   | 92   |
| Risk Management Committee | 19 Dec 2022   | Yes,  | -   | 0  |

**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 | - |

**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  | 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 |