

KOPRAN LIMITED

CIN: L2430 MH1958PLC 011078

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 59th ANNUAL GENERAL MEETING

Notice is hereby given that the 59th Annual General Meeting of the members of Kopran Limited will be held on Saturday, 29th September, 2018 at 11.30 am at Shri S.K. Somani Memorial Hall, 79, Marine Drive, Mumbai-400 020, to transact the following business:

Ordinary Business

Item no. 1: To consider and adopt the Audited Financial Statements including the Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

Item no. 2: To appoint a Director in place of Mr. Susheel Somani (DIN:00601727) , who retires by rotation and being eligible, seeks re-appointment.

Special Business

Item no. 3: Appointment of Mr. Adarsh Somani as Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, Mr. Adarsh Somani (DIN: 00192609), an Additional Director of the Company who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, who is liable to retire by rotation at the Annual General Meeting.”

Item No 4: Appointment of Mr. Varun Somani as Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, Mr. Varun Somani (DIN: 00015384), an Additional Director of the Company who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, who is liable to retire by rotation at the Annual General Meeting.”

Notes:

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxies in order to be effective must be received not less than 48 hours before the meeting at the Registered Office at Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai – 400 018.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
- Members / Proxies should bring duly filled in and signed Attendance Slip for attending the meeting.
- Members holding physical shares desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form no. SH-13 available on company's website and submit the same to Registrar and Transfer Agent of the Company. Nomination for Demat Account holders can only be done through their Depository Participant (DP).
- The Company's Register of Members and Share Transfer Books shall be closed from 28th August, 2018 to 31st August, 2018 (both days inclusive).
- The Notice of the AGM along with Annual Reports 2017-18 is being sent by electronic mode to those members whose E-mail addresses are registered with the Depositories/RTA. Members desirous of physical copy of the same can send their request to the registered office of the Company or to the E-mail ID : investors@kopran.com

8. To support the 'green initiative', the members who have not registered their E-mail addresses are requested to register the same with their depositories.
9. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members shall be provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2018 at 9.00 am and ends on 28th September, 2018 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Kopran Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

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 sets out all material facts relating to the business mentioned under Item Nos.3 & 4 of the accompanying Notice dated 29th May, 2018.

Item No. 3: Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Adarsh Somani (DIN: 00192609) as an Additional Director (Non-Executive) of the Company with effect from 29th May, 2018 liable to retire by rotation. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Adarsh Somani will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing, from a member, proposing the candidature of Mr. Adarsh Somani for the office of Director. Mr. Adarsh Somani once appointed will be liable to retire by rotation.

The Company has received from Mr. Adarsh Somani (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Adarsh Somani is not debarred from holding the office of Director pursuant to any SEBI orders.

The profile and specific areas of expertise of Mr. Adarsh Somani 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 resolution set forth in Item No. 3 for the approval of the Members.

Item No. 4: Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Varun Somani (DIN: 00015384) as an Additional Director (Non-Executive) of the Company with effect from 29th May, 2018 liable to retire by rotation. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Varun Somani will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing, from a member, proposing the candidature of Mr. Varun Somani for the office of Director. Mr. Varun Somani once appointed will be liable to retire by rotation.

The Company has received from Mr. Varun Somani (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Varun Somani is not debarred from holding the office of Director pursuant to any SEBI orders.

The profile and specific areas of expertise of Mr. Varun Somani are provided as Annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Surendra Somani is concerned or interested in the Resolution. The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Annexure

Details of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on 29th September, 2018 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

Name of the Director	Susheel G. Somani	Adarsh Somani	Varun Somani
Date of Birth	01.11.1942	20.04.1974	27.09.1982
Age	76 years	44 years	35 years
Date of Appointment	12.09.2016	29.05.2018	29.05.2018
Qualifications	M.Sc. in Organic Chemistry from Institute of Science, Bombay University	Bachelor of Commerce from Mumbai University	Bachelor's in Business Administration from University of Michigan, USA
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 (Promoter). He is entitled only to receive sitting fees for Board and Committee Meetings.	Non-Executive Director (Promoter). He is entitled only to receive sitting fees for Board and Committee Meetings.
Nature of Expertise or experience	He has experience in manufacturing Molded products out of waste paper including printing press, Overall management of tin containers manufacturing unit also weekly group of publications.	He has experience in Marketing of FMCG Products, Real Estate and Finance.	He has experience in Sales & Marketing of Medical Electronic Equipments and also Automobile Sales and Services of Toyota.
Shareholding in the Company	8,71,900 Equity Shares	2,72,500 Equity Shares	1,81,250 Equity Shares
Relationship with other Directors & KMP's	Not related	Not related	Son of Mr. Surendra Somani.
Directorship in other Companies	1. Oricon Enterprises Ltd. 2. Debonair Publications Ltd. 3. G. Claridge and Co. Ltd 4. Claridge Moulded Fibre Ltd. 5. United Maleable Co. Ltd 6. Shinrai Auto Services Ltd. 7. Hotel Empire Ltd. 8. Kopran Lifesciences Ltd. 9. CMFL Packaging Ltd.	1. Oricon Enterprises Limited (Joint Managing Director) 2. Kopran Laboratories Ltd 3. Hotel Empire Limited 4. Kopran Lifestyle Ltd. 5. Reay Road Iron And Metal Warehousing Pvt. Ltd. 6. Sarvamangal Mercantile Co. Ltd. 7. Kopran Lifesciences Ltd. 8. Debonair Publications Ltd.	1. Kopran Laboratories Ltd (Managing Director) 2. USL Auto Services Ltd 3. Skyland Securities Private Ltd 4. Panorama Finvest Pvt Ltd 5. Hotel Empire Ltd 6. Sorabh Trading Private Ltd 7. Bigflex Enterprises Private Ltd 8. Apurva Caplease And Finance Private Ltd 9. Shinrai Auto Services Ltd 10. Himalaya Builders Private Ltd 11. Premier Commercial Company Private Ltd 12. Reay Road Iron And Metal Warehousing Private Ltd
Committee membership in other companies	Oricon Enterprises Ltd (Audit committee)	Sarvamangal Mercantile Co. Ltd (Audit Committee)	Shinrai Auto Services Ltd (Audit Committee)

Place: Mumbai
Date :29th May, 2018

For Kopran Limited

Sunil Sodhani
Company Secretary & Compliance Officer