

Cin No. L2430MH1958PLC011078
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

POSTAL BALLOT NOTICE
(Pursuant to Section 192A of the Companies Act, 2013)

Dear Members,

Notice is hereby given that the proposed Resolutions are circulated for approval of the Shareholders of the Company to be accorded by Postal Ballot in accordance with the provision of Section 192A of the Companies Act, 2013 (the Act) read with the Companies (passing of the resolution by postal ballot) Rules, 2011. The Company is offering e-voting facility also to all the Shareholders of the Company.

Board of Directors of the Company, in its meeting held on 28th May, 2014 have approved the following resolution for approval of the Shareholders of the Company:

Item No.1

To consider and give ascent/dissent to the following resolutions as Special Resolution:

Approval for Borrowing Limits:

“RESOLVED THAT in supersession of resolution passed at the Annual General Meeting of the Company held on 28th September 1996 on the matter and pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Companies Act, 1956 (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of ₹400 crores (Rupees Four Hundred Crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

Item No.2

To consider and give ascent/dissent to the following resolutions as Special Resolution:

Creation of Charge on Company’s Property:

“RESOLVED THAT in supersession of resolution passed at the Annual General Meeting of the Company held on 28th September 1996 on the matter and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Companies Act, 1956 (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act.”

EXPLANTORY STATEMENT:

[Pursuant to Section 102 of the Companies Act, 2013 and sec.192 of the Companies Act, 1956]

Item No.1 & 2.

At the Annual General Meeting 28th September, 1996 the Board of Directors were authorized to borrow money (apart from temporary loans obtained from the company’s banker’s in ordinary course of business) from time to time for the purpose of the company such sum or sums of the money not exceeding 400 crores over and above the paid up capital of the company and its free reserves. The present borrowing of the company are well within its limits approved by the members in the Annual General Meeting.



In pursuance of sec.180(1) (c) and (2) of the companies Act, 2013, approval of shareholders is required to borrow money in exceeds of paid up capital of the Company and its free reserves. u/s. 180(1) (a) of the Companies Act, 2013 approval of shareholders is required to authorize the Company to create security by way of creating mortgage and /or charge on moveable/immovable properties of the Company.

The approval of the members is required by way special resolution as the earlier approval at the Annual General Meeting held on 28th September, 1996 was obtained by ordinary resolution.

The special resolution is recommend by the Board.

None of the Directors and Key Managerial persons of the Company including their relatives are, in any way concerned or interested the resolution.

The proposed Resolutions, Explanatory Statement and a Postal Ballot form are enclosed.

By order of the Board
For **Kopran Limited**

Sunil Sodhani
Company Secretary

Place: Mumbai
Date : 29th July, 2014

NOTES :

The Explanatory Statement pursuant to Section 102 of the Companies Act,2013 setting out material facts is annexed hereto.

1. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services(India) Limited (CDSL) and Registrar of Transfer Agent (RTA) on 1st August, 2014.
2. The Company has appointed, Mr. Prabhat Maheshwari (Membership No.2405) Partner of GMJ & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in accordance with law.
3. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is offering e-voting facility to all the Shareholders of the Company, Bigshare Services Pvt.Ltd., our Registrar and Transfer Agent will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form wherever e-mail ID is registered E-voting is optional.

The instructions for e-voting are as under:-

- A. In case a Member receives an E-mail from NSDL(for the members whose E-mail addresses are registered with the Company/Depositories):

- a. Open the E-mail and also PDF file namely "Kopran e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Open the Internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - c. Click on shareholder-login
 - d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - e. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the E-mail as initial password.
 - f. The password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - g. Once the e-voting home page opens, click on e-voting>Active Voting Cycles.
 - h. Select "EVEN"(E-Voting Event Number) of Kopran Limited which is 100716 Now you are ready for e-voting as caste vote page open.
 - i. Caste your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote Caste Successfully" will be displayed.
 - k. Once the vote on the resolution is caste the Member shall not be allowed to change it subsequently.
 - l. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution-Authority Letter, etc. together with attested specimen signature of the duly authorise Signatory(ies) who are authorised to vote, to the scrutinizer through e-mail to Kopran.scrutinizer@gmail.com, with the copy marked to evoting@nsdl.co.in
 - m. In case of any queries, you may refer Frequently Ask Question(FAQs) – at www.evoting.nsdl.com
- B. In case a member receives physical copy of Notice of AGM(for the members whose E-mail addresses are not registered with the Company/Depositories):
- a. Initial password is provided in the enclosed ballot form: "EVEN"(E-Voting Event Number), user ID and Password.
 - b. Please follow all steps from serial number b to serial number m above, to caste vote.
- C. Other instructions:
- a. The e-voting period commences on 16th August, 2014(9.00 a.m. IST) and ends on 14th

September,2014 (6.00 p.m. IST) during this period members of the company, holding shares either in physical form or dematerialised form as on 1st August,2014,may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is caste by the member, he shall not be allowed to change it subsequently.

- b. Voting rights of members shall be in proportion to their shares of the paid-up Equity Shares Capital of the Company as on 1st August,2014.
- c. Mr.PrabhatMaheshwari(Membership No.2405) Partner of GMJ & Associates, Practicing Company Secretaries, has been appointed as the scrutinizer to scrutinize the e-voting process(including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- d. The Scrutinizer shall, within a period not exceeding 3 working days from the conclusion of the e-voting period, unblock the votes in presence of at least 2 witnesses not in employment of the Company and make a scrutinizer's report of the vote cast in favour or against, if any, forthwith to the Chairman of the Company.
- e. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr.PrabhatMaheshwari (Membership No.2405) Partner of GMJ & Associates, Practicing Company Secretaries, at the Registered Office of the Company not later than 14th September,2014(6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investors@kopran.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 14th September, 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kopran.com and on the website of NSDL www.evoting.nsd.com within two days of the passing of the resolutions on 16th September, 2014 and communicated to the BSE & NSE, where the shares of the Company are listed.

4. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
5. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 1st August,2014
7. Please read carefully the instructions printed in the Postal Ballot form and return the form duly completed in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer before the close of working hours on or before 14th September, 2014 before 6.00 p.m. The e-voting module shall also be disabled by Bigshare Services Pvt.Ltd. for voting thereafter.
8. The Scrutinizer will submit the report to the Chairman and Managing Director or Company Secretary of the Company after completion of the scrutiny. The result of the voting by Postal Ballot will be declared by the Chairman & Managing Director/ person authorised by him on 16th September, 2014 and the result of the Postal Ballot will be informed to the Stock Exchanges on the same day where the Shares of the Company are listed and the results will be also be published in the Newspapers on 17th September, 2014.
9. The Board of Directors has appointed Company Secretary as the persons responsible for the entire postal ballot process.
10. All the documents referred to in the accompanying Notice and explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days at the Registered Office of the Company i.e. Parijat House, 1076, Dr.E.Moses Road,Worli, Mumbai – 400 018.

By order of the Board
For **Kopran Limited**

Sunil Sodhani
Company Secretary

Place : Mumbai
Date : 29th July, 2014

INSTRUCTIONS

1. General Instructions:

- a. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the Postal ballot/e-voting cannot be exercised by a proxy
- d. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be addressed to ShriSunil Sodhani, Company Secretary, at the Registered Office of the Company.
- e. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting shall be final and binding.

2. Instructions for voting physically by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Prabhat Maheshwari (Membership No.2405) Partner of GMJ & Associates, Practicing Company Secretaries, in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first

named Member and in his/her absence, by the next named Member.

- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 1st August,2014
- f. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- g. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (06.00 pm) on 14th September,2014. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- i. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- j. The results of the voting on Resolution will be announced on 16th September,2014 at the Registered Office of the Company. The results would be displayed on the website of the company and also published in the newspapers besides communication to the Stock Exchanges.