

FORM No. MGT-13

Report of Scrutinizer for e-Voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4)(xii) and 21(1) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Kopran Limited,
Parijat House,
1076, Dr. E. Moses Road,
Worli, Mumbai - 400 018

Subject: 59th Annual General Meeting of the members of Kopran Limited held on Saturday, 29th September, 2018 at 11:30 A.M. at Shri S. K. Somani Memorial Hall, 79, Marine Drive, Mumbai - 400 020.

Dear Sir,

I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of the Company for the purpose of scrutinizing the remote e-Voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the resolutions contained in the Notice of the 59th AGM of the Equity Shareholders of Kopran Limited at their meeting held on Saturday, 29th September, 2018 at 11:30 A.M. at Shri S K Somani Memorial Hall, 79, Marine Drive, Mumbai - 400 020.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-Voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 59th AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-Voting process and for the Poll at the 59th AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-Voting system provided by Central Depositories Services (India) Limited (CDSL), the authorised agency engaged by Company to provide remote e-Voting facilities and the report generated electronically for voting by Poll at the venue of AGM.

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After the time fixed for closing of Poll by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.

The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the company and who have signed below as witness:



Name: Nirmal Gupta
Address: 1/11, AB Upadhyay Niwas,
Rajesh Compound, Ambawadi,
Dahisar (East), Mumbai - 400 068



Name : Surekha Abhang
Address: 41/A Khandke Building,
R. K. Vaidya Road, Dadar (West),
Mumbai - 400 028

Thereafter the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Scrutinizer's Report on the resolutions proposed in the Notice of the 59th AGM with respect to remote e-Voting and Poll process is as under;

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Financial Statements together with the Reports of the Board of Directors and Auditors thereon for the financial year 2017 - 2018.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-Voting entry	Nos.	% to total valid	No of ballot/ e-Voting entry	Nos.	% to total valid	
E-Voting	9990528	38	9989508	99.99	3	1020	0.01	0
Poll/Ballot voting	9449804	13	9449804	100	0	0	0	8
Total	19440332	51	19439312	99.99	3	1020	0.01	*8

*One Shareholder has not signed the Ballot paper and hence his votes were considered as invalid.



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ITEM NO. 2: ORDINARY RESOLUTION:

Re-appointment of Mr. Susheel Somani (DIN: 00601727) as a Director who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-Voting entry	Nos.	% to total valid	No of ballot/ e-Voting entry	Nos.	% to total valid	
E-Voting	8296793	29	8295783	99.99	2	1010	0.01	1693735
Poll/Ballot voting	3432621	11	3432621	100	0	0	0	6017191
Total	11729414	40	11728404	99.99	2	1010	0.01	*7710926

*One Shareholder has not signed the Ballot paper and hence his votes were considered as invalid.

*Mrs. Kumkum Somani, Mr. Suhridd Somani, Mr. Hridai Somani, Mrs. Jaya Somani and Mr. Susheel Somani being interested in the said resolution, hence, their voting were considered as invalid. Also, Mr. Susheel Somani being the Managing Director of G Claridge and Company Limited and Director of Oricon Enterprises Limited the votes cast by these entities were considered as invalid.

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of Mr. Adarsh Somani (DIN: 00192609) as a Director.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-Voting entry	Nos.	% to total valid	No of ballot/ e-Voting entry	Nos.	% to total valid	
E-Voting	6986128	30	6985118	99.99	2	1010	0.01	3004400
Poll/Ballot voting	529670	10	529670	100	0	0	0	8920142
Total	7515798	40	7514788	99.99	2	1010	0.01	*11924542

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*One Shareholder has not signed the Ballot paper and hence his votes were considered as invalid.

*Mr. Rajendra Somani, Ms. Nupur Somani, Ms. Mridula Somani and Mr. Adarsh Somani being interested in the said resolution, hence, their voting were considered as invalid. Also, Mr. Adarsh Somani being the Joint Managing Director of Oricon Enterprises Limited and Director of Sarvamangal Mercantile Company Limited the votes cast by these entities were considered as invalid.

ITEM NO. 4: ORDINARY RESOLUTION:

Appointment of Mr. Varun Somani (DIN: 00015384) as a Director.

Mode of voting	Total Valid Votes	Votes in Favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-Voting entry	Nos.	% to total valid	No of ballot/ e-Voting entry	Nos.	% to total valid	Nos.
E-Voting	5405828	32	5404818	99.98	2	1010	0.02	4584700
Poll/Ballot voting	9449804	13	9449804	100	0	0	0	8
Total	14855632	45	14854622	99.99	2	1010	0.02	*4584708

*One Shareholder has not signed the Ballot paper and hence his votes were considered as invalid.

*Mr. Surendra Somani, Mr. Varun Somani and Mrs. Vandana Somani being interested in the said resolution, hence, their voting were considered as invalid. Also, Mr. Varun Somani being the Director of Panorama Finvest Private Limited the votes cast by this entity was considered as invalid.

All the resolutions voted through Remote e-Voting and Poll was passed with requisite majority.

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The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries

Prabhat Maheshwari
[CS PRABHAT MAHESHWARI]
PARTNER
FCS No. : 2405
COP No. : 1432

COUNTERSIGNED BY
For KOPRAN LIMITED

Sunil Sodhani
SUNIL SODHANI
COMPANY SECRETARY

PLACE: MUMBAI
DATE: 29TH SEPTEMBER, 2018



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General information about company

Scrip code	524280
NSE Symbol	KOPRAN
MSEI Symbol	NOTLISTED
ISIN	INE082A01010
Name of the company	KOPRAN LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	29-09-2018
Start time of the meeting	11:30 AM
End time of the meeting	12:20 PM

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Scrutinizer Details

Name of the Scrutinizer	PRABHAT MAHESHWARI
Firms Name	GMJ AND ASSOCIATES
Qualification	CS
Membership Number	2405
Date of Board Meeting in which appointed	29-05-2018
Date of Issuance of Report to the company	29-09-2018

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Voting results	
Record date	22-09-2018
Total number of shareholders on record date	34017
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	12
b) Public	27
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statemnets together with Auditor's Report and Directors Report for FY 2017-18				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18934203	9984119	52.7306	9984119	0	100.0000	0.0000
	Poll		8920134	47.1112	8920134	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		18934203	18904253	99.8418	18904253	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	23031944	6409	0.0278	5389	1020	84.0849	15.9151
	Poll		529670	2.2997	529670	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		23031944	536079	2.3275	535059	1020	99.8097
Total		41966147	19440332	46.3238	19439312	1020	99.9948	0.0052
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	
Public - Non Insitutions	8

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Susheel Somani (DIN: 00601727)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18934203	8290384	43.7852	8290384	0	100.0000	0.0000
	Poll		2902951	15.3318	2902951	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		18934203	11193335	59.1170	11193335	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	23031944	6409	0.0278	5399	1010	84.2409	15.7591
	Poll		529670	2.2997	529670	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		23031944	536079	2.3275	535069	1010	99.8116
Total		41966147	11729414	27.9497	11728404	1010	99.9914	0.0086
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	7710918
Public Insitutions	
Public - Non Insitutions	8

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Adarah Somani (DIN: 00192609)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18934203	6979719	36.8630	6979719	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		18934203	6979719	36.8630	6979719	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	23031944	6409	0.0278	5399	1010	84.2409	15.7591
	Poll		529670	2.2997	529670	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		23031944	536079	2.3275	535069	1010	99.8116
Total		41966147	7515798	17.9092	7514788	1010	99.9866	0.0134
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	11924534
Public Insitutions	
Public - Non Insitutions	8

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Varun Somani (DIN: 00015384)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18934203	5399419	28.5167	5399419	0	100.0000	0.0000
	Poll		8920134	47.1112	8920134	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		18934203	14319553	75.6280	14319553	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	23031944	6409	0.0278	5399	1010	84.2409	15.7591
	Poll		529670	2.2997	529670	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		23031944	536079	2.3275	535069	1010	99.8116
Total		41966147	14855632	35.3991	14854622	1010	99.9932	0.0068
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	4584700
Public Insitutions	
Public - Non Insitutions	8