

**FORM NO. MGT-13**

**Combined 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) 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: 58<sup>th</sup> Annual General Meeting of the Members of Kopran Limited held on Saturday, 02<sup>nd</sup> September, 2017 at 10:30 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 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 of the Companies (Management and Administration) Rules, 2014 as amended and 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 58<sup>th</sup> AGM of Equity Shareholders of Kopran Limited at their Meeting held on Saturday, 02<sup>nd</sup> September, 2017 at 10:30 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 58<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 58<sup>th</sup> 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. Thereafter the poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents / the Company and the authorizations / proxies lodged with the company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under;

**ITEM NO. 1: ORDINARY RESOLUTION:**

Consider and adopt Annual Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

| 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            | 10841847          | 40                            | 10841843        | 100              | 2                            | 4          | 0                | 0             |
| Poll/ Ballot voting | 8869092           | 31                            | 8868892         | 100              | 1                            | 200        | 0                | 21            |
| <b>Total</b>        | <b>19710939</b>   | <b>71</b>                     | <b>19710735</b> | <b>100</b>       | <b>3</b>                     | <b>204</b> | <b>0</b>         | <b>21</b>     |

**ITEM NO. 2: ORDINARY RESOLUTION:**

Appointment of M/s. Khandelwal Jain & Co. as Statutory Auditor.

| 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            | 10841847          | 40                            | 10841843        | 100              | 2                            | 4          | 0                | 0             |
| Poll/ Ballot voting | 8869092           | 31                            | 8868892         | 100              | 1                            | 200        | 0                | 21            |
| <b>Total</b>        | <b>19710939</b>   | <b>71</b>                     | <b>19710735</b> | <b>100</b>       | <b>3</b>                     | <b>204</b> | <b>0</b>         | <b>21</b>     |

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**ITEM NO. 3: SPECIAL RESOLUTION:**

Appointment of Mr. Susheel Somani 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           | 9465612           | 34                            | 9465608         | 100              | 2                            | 4          | 0                | *1376235       |
| Poll/Ballot voting | 8869092           | 31                            | 8868892         | 100              | 1                            | 200        | 0                | 21             |
| <b>Total</b>       | <b>18334704</b>   | <b>65</b>                     | <b>18334500</b> | <b>100</b>       | <b>3</b>                     | <b>204</b> | <b>0</b>         | <b>1376256</b> |

\*Mrs. Kumkum Somani, Mr. Suhrid Somani, Mr. Hridai Somani, Mrs. Jaya Somani and Mr. Susheel Somani being interested in the said resolution, hence, their voting were considered invalid.

**ITEM NO. 4: SPECIAL RESOLUTION:**

Re-appointment of Mr. Surendra Somani as Executive Vice Chairman.

| 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           | 7407822           | 32                            | 7407818         | 100              | 2                            | 4          | 0                | *1398775       |
| Poll/Ballot voting | 8869092           | 31                            | 8868892         | 100              | 1                            | 200        | 0                | 21             |
| <b>Total</b>       | <b>16276914</b>   | <b>63</b>                     | <b>16276710</b> | <b>100</b>       | <b>3</b>                     | <b>204</b> | <b>0</b>         | <b>1398796</b> |

\*Mr. Surendra Somani, Mr. Rajendra Somani, Mr. Varun Somani, Mrs. Vandana Somani and Mrs. Vrinda Somani being interested in the said resolution, hence, their voting were considered invalid.



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**ITEM NO. 5: ORDINARY RESOLUTION:**

Reclassification of Promoters Shareholding.

| Mode of voting     | Total Valid Votes | Votes in Favour of Resolution |                 |                  | Votes against the Resolution |             |                  | Invalid Votes Nos. |
|--------------------|-------------------|-------------------------------|-----------------|------------------|------------------------------|-------------|------------------|--------------------|
|                    |                   | No of ballot/ e-voting entry  | Nos.            | % to total valid | No of ballot/ e-voting entry | Nos.        | % to total valid |                    |
| E-voting           | 10338772          | 37                            | 10337768        | 100              | 3                            | 1004        | 0.00             | *503075            |
| Poll/Ballot voting | 8869092           | 31                            | 8868892         | 100              | 1                            | 200         | 0                | 21                 |
| <b>Total</b>       | <b>19207864</b>   | <b>68</b>                     | <b>19206660</b> | <b>100</b>       | <b>4</b>                     | <b>1204</b> | <b>0.00</b>      | <b>503096</b>      |

\*Mr. Surendra Somani being interested in the said resolution, hence, his voting was considered invalid.

All the resolutions voted through Remote e-voting and Poll were passed with requisite majority.

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

*Mareshwari*



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

PLACE: MUMBAI  
DATE: 02<sup>th</sup> SEPTEMBER, 2017.