



22<sup>nd</sup> September 2015

The Manager,  
Bombay Stock Exchange Limited  
Corporate Relationship Department  
P. J. Towers, Dalal Street,  
Mumbai – 400 001.

The Manager,  
Listing Department.  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051.

Dear Sir/Madam,

**Scrip code : BSE: 524280 / NSE: KOPRAN**

**Subject: Outcome of the 56<sup>th</sup> Annual General Meeting (AGM) held on 19<sup>th</sup> September, 2015.**

On the basis of the Scrutinizers Report issued by Mr. Prabhat Maheshwari, Partner of M/s GMJ & Associates of remote electronic voting, valid proxies received and poll conducted at the AGM on 19<sup>th</sup> September 2015, the following outcome on resolutions on the Notice of Annual General Meeting dated 24<sup>th</sup> August 2015 passed with requisite majority.

Item No.	Outcome on Resolutions
1	Adoption of Annual Financial Statement of the Company for the year ended 31st March, 2015 together with Reports of Board of Directors and Auditor's thereon
2	Confirmation of M/s Batliboi & Purohit ( Firm Regn.No. 101048W) Chartered Accountants as Statutory Auditor
3	Confirmation of Mr. Amit Rajan, (Din No. 03264797) as Director of the Company.
4	Confirmation of Mr. Vijay Kumar Bhandari (Din No. 00052716) as an Independent Director of the Company for a term of five years w.e.f. 19 <sup>th</sup> September 2015
5	Confirmation of Dr. Siddhan Subramanian (Din No. 02101174) as an Independent Director of the Company for a term of five years w.e.f. 19 <sup>th</sup> September 2015
6	Confirmation of Dr. Sunita Banerji (Din No. 02476075) as an Independent Director of the Company for a term of five years w.e.f. 19 <sup>th</sup> September 2015
7	Ratification of remuneration of Dilip M. Malkar & Co., (Membership No. 24644) cost accountants of the Company.

Thanking you,

Yours faithfully,  
For Kopran Limited

  
Sunil Sodhani  
Company Secretary



**FORM No. MGT-13**

**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
Mr. Vishnu N Khanna - Chairman  
Kopran Limited  
1076, Parijat House,  
Dr. E. Moses Road, Worli,  
Mumbai - 400 018.

Sub. : 56<sup>th</sup> Annual General Meeting of the Shareholders of Kopran Limited held on Saturday,  
19<sup>th</sup> September, 2015 at 3.00 p.m. at Shri S K Somani Memorial Hall, Hindi Vidya  
Bhavan,79, Marine Drive, Mumbai - 400 020.

Dear Sir,

I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of the Kopran Limited as a Scrutinizer vide resolution dated 28<sup>th</sup> May, 2015 to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the Shareholders at the 56<sup>th</sup> Annual General Meeting venue 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 provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges. The process of e-voting and physical voting was completed as follows:

1. The remote e-voting period remained open from Wednesday, 16<sup>th</sup> September, 2015 (9:00 A.M.) to Friday, 18<sup>th</sup> September, 2015 (5:00 P.M) both days inclusive.
2. The shareholders holding shares as on "cut off" date i.e. 12<sup>th</sup> September, 2015 were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of Central Depository Services (India) Limited.
4. After the closing of the poll as announced by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.



5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company and 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.
6. Incomplete, invalid and/or defective poll paper was rejected by me.
7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting is conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited and the report generated electronically for voting by use of ballots at the meeting.
8. The Consolidated results of the Ballot held at the aforesaid Annual General Meeting as well as remote e-voting are as under:

**Resolution 1:**

To consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2015 and the Reports of the Directors and the Auditors thereon.

(i) **Votes in favour of the resolution:**

Type of e -voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	16	55,67,185	30.73
Ballot	37	1,25,49,773	69.27
<b>Total</b>	<b>53</b>	<b>1,81,16,958</b>	<b>99.99</b>

(ii) **Votes against the resolution:**

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	25	0.001
Ballot	-	-	-
<b>Total</b>	<b>1</b>	<b>25</b>	<b>0.001</b>



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

**Resolution 2:**

Ratification for Re-appointment of M/s Batliboi & Purohit (Firm Regn. No.101048W) as Statutory Auditor of the Company to hold office from the conclusion of present AGM until the conclusion of next AGM.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	15	55,66,185	30.73
Ballot	37	1,25,49,773	69.27
Total	52	1,81,15,958	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	25	0.001
Ballot	-	-	-
Total	1	25	0.001



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	Abstain (1,000 Shares)	0
Ballot	-	-	-
Total	1	1000	0

**Resolution 3:**

Re-appointment of Mr. Amit Rajan (Din No.03264797), who retires by rotation and being eligible offer himself for re-appointment as director.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	16	55,67,185	30.73
Ballot	37	1,25,49,773	69.27
Total	53	1,81,16,958	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	25	0.001
Ballot	-	-	-
Total	1	25	0.001



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

**Resolution 4 :**

Appointment of Mr. Vijay Kumar Bhandari (Din No.00052716) for a term of five years as an Independent Director of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	16	55,67,185	30.73
Ballot	37	1,25,49,773	69.27
Total	53	1,81,16,958	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	25	0.001
Ballot	-	-	-
Total	1	25	0.001



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

**Resolution: 5**

Appointment of Dr. Siddhan Subramanian (DIN: 02101174) for a term of five years as an Independent Director of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	16	55,67,185	30.73
Ballot	37	1,25,49,773	69.27
Total	53	1,81,16,958	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	25	0.001
Ballot	-	-	-
Total	1	25	0.001



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

**Resolution: 6**

Appointment of Dr. Sunita Banerji (Din No.02476075) for a term of five years as an Independent Director of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	16	55,67,185	30.73
Ballot	37	1,25,49773	69.27
Total	53	1,81,16,958	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	25	0.001
Ballot	-	-	-
Total	1	25	0.001





(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

\* Promoter Group E-voting, being interested in the said resolution is considered invalid on the resolution.

**Resolution: 7**

Ratification of remuneration of M/s Dilip M Malkar & Co., Cost Accountants (Firm Registration No. 101222) of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	15	55,66,185	30.73
Ballot	37	1,25,49,773	69.27
Total	52	1,81,15,958	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	25	0.001
Ballot	-	-	-
Total	1	25	0.001



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	Abstain (1,000 Shares)	0
Ballot	-	-	-
Total	1	1,000	0

9. Based on the foregoing, the resolution no(s) 1 to 7 shall be deemed to have been passed with requisite majority.
10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and it will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,  
For GMJ & ASSOCIATES  
Company Secretaries

*Prabhat Maheshwar*

[CS PRABHAT MAHESHWAR]  
PARTNER  
FCS: 2405; COP: 1432



PLACE: MUMBAI  
DATE: 19<sup>th</sup> SEPTEMBER, 2015.

To,  
Mr. Vishnu N Khanna  
Chairman,  
Kopran Limited  
1076, Dr. E.Moses Road,  
Worli,  
Mumbai - 400 018.

Dear Sir,

Sub: Summary of the Results of the Voting on the resolutions (including remote e-Voting and Ballot at AGM) passed at the 56<sup>th</sup> Annual General Meeting of Kopran Limited held on 19<sup>th</sup> September, 2015.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	53	1,81,16,958	99.99	1	25	0.001
2	52	1,81,15,958	99.99	1	25	0.001
3	53	1,81,16,958	99.99	1	25	0.001
4	53	1,81,16,958	99.99	1	25	0.001
5	53	1,81,16,958	99.99	1	25	0.001
6	53	1,81,16,958	99.99	1	25	0.001
7	52	1,81,15,958	99.99	1	25	0.001

For GMJ & ASSOCIATES  
Company Secretaries

*Prabhat Maheshwar*

[CS PRABHAT MAHESHWAR]  
PARTNER

FCS: 2405; COP: 1432



PLACE: MUMBAI

DATE: 19<sup>TH</sup> SEPTEMBER, 2015.