



March 20, 2025

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

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

BSE Scrip Code No. 524280

NSE Symbol: KOPRAN

Dear Sir/Madam,

**Re: Disclosure pursuant to Regulation 30 read with Schedule III and Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

**Sub: Outcome of Board Meeting held on March 20, 2025**

Pursuant to Regulation 30 and 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of Kopran Limited (‘the Company’) in its meeting held at the Registered Office of the Company on Thursday, March 20, 2025 has inter alia, considered & approved the following matters:

**1. Merger:**

The Board on recommendation of Audit Committee and Committee of Independent Directors meeting(s) held on March 20, 2025 has approved the Merger of Kopran Laboratories Limited (CIN: U24230MH1986PLC040602), a promoter group company with Kopran Limited (CIN: L24230MH1958PLC011078) (“Company”) subject to relevant provisions of Companies Act, 2013 and Securities Exchange Board of India, Regulations

The details as required under Regulation 30 of the SEBI LODR Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith and marked as **Annexure A**.

Kindly publish disclosures on exchange websites.

The Board Meeting commenced at HH:MM 12:30 & concluded at HH:MM 15:15

Regards,  
For Kopran Limited

Sunil Sodhani  
Company Secretary & Compliance Officer  
Membership No. FCS 3897

Encl: As above



**KOPRAN LTD.:** Parijat House, 1076, Dr. E. Moses Road, Worli, Mumbai - 400 018. P. B. No. 9917, Tel.: (022) 4366 1111  
Fax: (022) 2495 0363 Website: www.kopran.com CIN – L 24230 MH 1958 PLC 011078. E-mail: cs@kopran.com  
Works: • Village Savroli, Taluka: Khalapur, District: Raigad - 410 202. Tel.: (02192) 274500 / 335 / 337 • Fax: (02192) 274025

**Annexure A**

**DISCLOSURE REQUIRED UNDER REGULATION 30 OF THE SEBI LODR REGULATIONS  
READ WITH SEBI MASTER CIRCULAR SEBI/HO/CFD/PoD2/CIR/P/0155 dated  
November 11, 2024:**

<b>Particulars</b>	<b>Disclosures</b>																								
Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover, etc	<p>There is a proposal for Amalgamation of Kopran Laboratories Limited (Transferor Company) with Kopran Limited (Transferee Company) and their respective shareholders and creditors. The transaction is proposed to be implemented through a Scheme of Amalgamation under the provisions of Companies Act, 2013 and other applicable provisions, if any (herein referred to as “The Proposed Scheme of Amalgamation”/ “The Proposed Scheme”)</p> <p>Brief Financial details of the Transferor Company and Transferee Company is provided Below:</p> <p>1. Kopran Laboratories Limited (Transferor Company)</p> <table border="1"> <thead> <tr> <th><b>Particulars</b></th> <th><b>As on December 31, 2024 Audited (Rs. In Lakhs)</b></th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td align="right">530.32</td> </tr> <tr> <td>Net worth</td> <td align="right">7259.27</td> </tr> <tr> <td>Turnover</td> <td align="right">6960.64</td> </tr> </tbody> </table> <p>2. Kopran Limited (Transferee Company)</p> <table border="1"> <thead> <tr> <th><b>Particulars</b></th> <th><b>As on March 31, 2024 Audited (Rs. In Lakhs)</b></th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td align="right">4821.26</td> </tr> <tr> <td>Net worth*</td> <td align="right">49124.50</td> </tr> <tr> <td>Turnover*</td> <td align="right">62920.27</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th><b>Particulars</b></th> <th><b>As on December 31, 2024 Unaudited (Rs. In Lakhs)</b></th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td align="right">4824.94</td> </tr> <tr> <td>Net worth*</td> <td align="right">50874.80</td> </tr> <tr> <td>Turnover*</td> <td align="right">45724.13</td> </tr> </tbody> </table> <p>*Consolidated Basis</p>	<b>Particulars</b>	<b>As on December 31, 2024 Audited (Rs. In Lakhs)</b>	Paid up Capital	530.32	Net worth	7259.27	Turnover	6960.64	<b>Particulars</b>	<b>As on March 31, 2024 Audited (Rs. In Lakhs)</b>	Paid up Capital	4821.26	Net worth*	49124.50	Turnover*	62920.27	<b>Particulars</b>	<b>As on December 31, 2024 Unaudited (Rs. In Lakhs)</b>	Paid up Capital	4824.94	Net worth*	50874.80	Turnover*	45724.13
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# Kopran

<b>Details of Pre-Shareholding</b>							
<b>Promoter and Promoter Group</b>		<b>Public</b>		<b>Others</b>		<b>Total</b>	
Number of shares*	Percentage *	Number of shares*	Percentage*	Number of shares*	Percentage *	Number of shares*	Percentage*
21449203	44.46	26799702	55.54	500	0.00	48249405	100.00

  

<b>Details of Post Shareholding</b>							
<b>Promoter and Promoter Group</b>		<b>Public</b>		<b>Others</b>		<b>Total</b>	
Number of shares*	Percentage*	Number of shares*	Percentage*	Number of shares*	Percentage *	Number of shares*	Percentage*
33234003	55.36	26799702	44.64	500	0.00	60034205	<b>100.00</b>

  

Whether the transaction falls within related party transaction? If yes, whether the same is done at 'arm's length'.	The Transaction will fall within the ambit of related party transactions. Yes, the proposed transaction will be done at arm's length
Date of board meeting in which RPT approval taken	March 20, 2025
Date of audit committee meeting in which RPT approval taken	March 20, 2025
Whether the said RPT is material? *	Yes
Date of approval from shareholders	Shareholders' approval Shall be taken in due course





# Kopran

Whether the promoter/ promoter group/ group/associate/holding/subsidiary companies/ Director & KMP and its relatives have any interest in the entity being acquired? *	Yes.
Nature of interest and details thereof	Promoters of the Company are holding 100% shares of Kopran Laboratories Limited hence they are deemed to be interested.
Whether the same is done at "arm's length" *	Yes, The transaction is done after considering the Valuation report from the Registered Valuer and Fairness Opinion from the Category -I Merchant Banker.
Date of Special Resolution	Not applicable
Area of business of the entity(ies)	<b>Transferee Company: Kopran Limited</b> It is primarily engaged in the business of manufacturing of Finished Dosage Forms and Active pharmaceutical ingredients (APIs). <b>Transferor Company: Kopran Laboratories Limited</b> It is engaged in the business of Marketing diagnostic equipment's, consumables and automations solutions to path labs and hospitals.
Rationale for amalgamation/ merger	a) In order to consolidate the different segments of business in the Healthcare industry carried on by the Companies and effectively manage the Transferor Company and Transferee Company as a single entity which shall provide several benefits including streamlined group structure by reducing the number of legal entities and reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended to amalgamate the Transferor Company with the Transferee Company in accordance with the terms hereof.





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	<p>b) In particular, the scheme is expected to have the following benefits:</p> <ul style="list-style-type: none"><li>(i) The merger will allow Transferee Company to capitalize on Transferor Company's relationships and team for marketing Transferee Company's product into hospitals and government institutions.</li><li>(ii) Transferee Company will leverage its manufacturing capabilities to repack and manufacture diagnostic kits thereby increasing margins and profitability.</li><li>(iii) This will take Transferee Company one step further in becoming an integrated health care and pharma company.</li><li>(iv) Benefit to the shareholders, employees and other stakeholders of the respective companies by consolidating and simplifying the group structure, and business operations.</li><li>(v) Enable pooling of resources and provide optimal utilization of financial, human or other resources;</li><li>(vi) Economies in administrative and managerial costs by consolidating operations and would substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances;</li><li>(vii) Enhance growth prospects, reduce overheads, administrative, managerial and other costs and expenditure and remove inefficiencies and bring operational rationalization and organizational efficiency;</li><li>(viii) Build strong capability to effectively meet future challenges in competitive business environment;</li><li>(ix) Result in improved shareholder value for the shareholders of the respective companies, thus providing a stronger and wider capital and financial base for future growth /expansion of the Transferee Company.</li></ul>
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# Kopran

Consideration*	Swap Ratio: <p>“<b>100 (One Hundred)</b> fully paid Equity Shares of <b>INR 10</b> each of Kopran Limited (Transferee Company) against <b>45 (Forty-Five)</b> Equity Share of <b>INR 10</b> of Kopran Laboratories Limited(Transferor Company) to each of the equity shareholder holding fully paid-up Equity Shares in the Transferor Company and whose name is recorded in the Register of Members of Transferor Company as on the record date.”</p>				
Details of consideration	As above.				
In case of cash consideration amount otherwise share exchange ratio	There is cash consideration in the proposed scheme of Amalgamation.				
Brief details of change in shareholding pattern (if any) of listed entity*	Kopran Limited (Transferee Company)				
	<b>Particulars</b>	<b>Pre</b>		<b>Post</b>	
		<b>No. of shares</b>	<b>%</b>	<b>No. of shares</b>	<b>%</b>
	Promoters	21449203	44.46	33234003*	55.36
	Public	26799702	55.54	26799702	44.64
	Others	1000	0.00	500	00.00
	<b>Total</b>	<b>48249405</b>	<b>100.00</b>	<b>60034205</b>	<b>100.00</b>
	* 169467 Equity shares of Kopran Limited issued in lieu of 76260 equity shares of Kopran Laboratories Limited are under transfer from Public shareholders to Promoters.				
Any other significant information (in brief)*	-				

