Corporate Governance

KOPRAN LTD.				
Scrip Code :524280	Quarter Ending : September 2023			

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	L. Composition of Name of Directory																							
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(Mr.) Maj	/ Name of the Director	PAN	0 M	Category 1 of directory	Category 2 of directors	Category 3 of directory	Date of Birth	Whether the director is disputition?	Start Date of disqualification	End Date of disqualification	Details of disput/flustion	Currenti status	present? (Rether Roy, 12(12) of Listing Regulations)	Easter of passing special revealution	Initial Date of appaintment	Gale of Re. appaintment	Date of streation	director (in manths)	industing this Intend antity (Refer Resultation 174.of	entity (with reference to	Committee(s) including this Indeed antility (Rafey Regulation 2011) of Linking	entities including this latest entity (Refer Regulation	National for mail pressiding PAN	Kates for not p Dite
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Annexure 1

II. Composition of Committees

Dis	sclosure of no	tes on composition of commit	tees explanatory	-				
Au	dit Committe	e Details						
	Ŵ	/hether the Audit Committee	has a Regular Chairperson	Yes				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks	
1	02476075	Sunita Banerji	Non-Executive - Independent Director	Chairperson	14-11-2016	-	-	
2	00600860	Surendra Somani	Executive Director	Member	28-05-2014	-	-	
3	00237626	Narayan Atal	Non-Executive - Independent Director	Member	08-05-2019	-	-	
4	01850136	Mamta Biyani	Non-Executive - Independent Director	Member	08-05-2019	-	-	

Nc	mination and	I remuneration committee					
,	Whether the	Nomination and remuneratio	n committee has a Regular Chairperson	Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	02101174	Siddhan Subramanian	Non-Executive - Independent Director	on-Executive - Independent Director Chairperson 14-11-2016 -		-	-
2	02476075	Sunita Banerji	Non-Executive - Independent Director	on-Executive - Independent Director Member 06-05-2019 -		-	-
3	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-
Sta	akeholders Re	elationship Committee		·	<u>.</u>		
	Whether th	e Stakeholders Relationship (Committee has a Regular Chairperson	Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00015384	Varun Somani	Non-Executive - Non Independent Director	Chairperson	06-05-2019	-	-
2	02101174	Siddhan Subramanian	Non-Executive - Independent Director	Member	06-05-2019	-	-
3	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-

Ris	sk Manageme	nt Committee					
	Whethe	er the Risk Management Com	nittee has a Regular Chairperson	Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Chairperson	27-05-2021	-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	27-05-2021	-	-
3	01850136	Mamta Biyani	Non-Executive - Independent Director	Member	27-05-2021	-	-
Со	orporate Socia	l Responsibility Committee					
١	Whether the (Corporate Social Responsibility	y Committee has a Regular Chairperson	Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	01850136	Mamta Biyani	Non-Executive - Independent Director	Chairperson	06-05-2019	-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-
3	00600860	Surendra Somani	Executive Director	Member	24-05-2017	-	-

Со	orporate Affai	rs Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00600860	Surendra Somani	Executive Director	Chairperson		-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member		-	-
3	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Member	-	-	-
Di	sclosure of no	otes on composition of comm	ittee explanatory	-	+	<u></u>	_
Αι	ıdit Committe	e Details					
	·	Vhether the Audit Committee	e has a Regular Chairperson	Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	02476075	Sunita Banerji	Non-Executive - Independent Director	Chairperson	14-11-2016	-	-
2	00600860	Surendra Somani	Executive Director	Member 28-05-2014 -		-	-
3	00237626	Narayan Atal	Non-Executive - Independent Director	Director Member 08-05-2019		-	-

4	01850136	Mamta Biyani	Non-Executive - Independent Director	Member	08-05-2019	-	-		
Nc	omination and	remuneration committee							
,	Whether the	Nomination and remuneratio	n committee has a Regular Chairperson	Yes					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks		
1	02101174	Siddhan Subramanian	Non-Executive - Independent Director	Chairperson	14-11-2016	-	-		
2	02476075	Sunita Banerji	Non-Executive - Independent Director	lependent Director Member 06-05-2019		-	-		
3	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-		
Sta	akeholders Re	elationship Committee							
	Whether th	e Stakeholders Relationship	Committee has a Regular Chairperson	Yes		,			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks		
1	00015384	Varun Somani	Non-Executive - Non Independent Director	Chairperson 06-05-2019 -		-	-		
2	02101174	Siddhan Subramanian	Non-Executive - Independent Director	virector Member 06-05-2019 -		-	-		

3	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-
Ris	sk Manageme	ent Committee					
W	hether the Ris	sk Management Committee h	as a Regular Chairperson	Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Chairperson	27-05-2021	-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member 27-05-2021		-	-
3	01850136	Mamta Biyani	Non-Executive - Independent Director	Member	27-05-2021	-	-
Со	rporate Socia	l Responsibility Committee				·	
w	hether the Co	prporate Social Responsibility	Committee has a Regular Chairperson	Yes	r		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	01850136	Mamta Biyani	Non-Executive - Independent Director	ctor Chairperson 06-05-2019 -		-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	06-05-2019	-	-

3	00600860	Surendra Somani	Executive Director	Member	24-05-2017	-	-
Со	orporate Affair	s Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00600860	Surendra Somani	Executive Director	Chairperson	-	-	-
2	00015384	Varun Somani	Non-Executive - Non Independent Director	Member	-	-	-
3	00192609	Adarsh Somani	Non-Executive - Non Independent Director	Member	-	-	-

III. Meeting Of Board Of Directors

D	isclosure of notes on meeting of b	oard of directors ex	xplanatory			-	
Si	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	25-05-2023	-	-	Yes	8.00	8	4
2	10-08-2023	76	-	Yes	8.00	6	3

IV. Meeting Of Committees

Di	sclosure of notes	on meeting of comm	nittees explanat	tory		-				
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	13 May 2023	-	-	-	Yes	4	4	3	0
2	Audit Committee	25 May 2023	-	-	-	Yes	4	4	3	0
3	Audit Committee	10 Aug 2023	76	-	-	Yes	4	3	2	0
4	Nomination and remuneration committee	29 Sep 2023	49	-	-	Yes	3	3	2	0
5	Other Committee	16 Aug 2023	-	Corporate Affairs Committee	-	Yes	3	3	0	0

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Di	sclosure of notes on related party transactions	-	
Di	sclosure of notes of material transaction with related party		-

VI. Affirmations

Sr	. Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes

3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I			
Sr	Compliance status		
1.	Name of signatory	Sunil Sodhani	
2.	Designation	Company Secretary and Compliance Officer	

Annexure III

	III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here	
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-	
2	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-	
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-	
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-	
6	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-	
Any	Any other information to be provided		-		

1	Name of signatory	Sunil Sodhani
2	Designation	Company Secretary and Compliance Officer

Annexure IV Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	Applicable
Reason for Non Applicability	Applicable

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	_

KMPs or any other entity controlled by	_	_	_
them	_	-	_

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(D) Additional Information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	Basant Kumar Soni
Designation	CFO
Place	Mumbai
Date	06 Oct 2023