

SCRUTINIZER'S REPORT

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

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of "Kopran Limited" (hereinafter referred to as 'the company') on 28th May, 2014. I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the Resolution
Special Resolution pursuant to section 180(1)(c) of the Companies Act, 2013 for borrowing limits.	Special Resolution to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 400 crores (Rupees Four hundred crores only).



Special Resolution pursuant to section 180(1)(a) of the Companies Act, 2013 for creation of charge on company's property.

Special Resolution to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully/ partly Convertible Debentures and/ or Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act.

I submit my report as detailed hereunder:

1. As required under Section 110 of the Companies Act, 2013(Act), the company has sent a Notice along with Explanatory Statement under Section 102 of the Act by courier to 15415 shareholders along with the postal ballot form and a self- addressed pre - paid Business Reply Envelope, returnable to scrutinizers and by email to 11442 (sent)-11135 (delivered) shareholders as per the details available with the RTA/Service Provider.
2. The Company also provided the E-voting facility offered by National Securities Depository Limited (NSDL) for conducting E-voting by the members of the company.
3. The Shareholders were required to complete the postal ballot form and return the same to Scrutinizer on or before the close of working hours on 14th September, 2014 (6.00 pm) or cast their vote online on the basis of instructions for E-voting appearing in the Notice sent to them.
4. The postal ballots, including e-voting were duly opened / accessed in my presence and scrutinized and a computer statement containing the Shareholder's Name, Folio Number/Client ID No./DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated.



5. There were no envelopes containing postal ballot forms received after close of working hours i.e., 14th September, 2014 (6.00 pm)
6. Particulars of all the postal ballots received from the Members have been entered in a register separately maintained for the purpose.
7. The postal ballots forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots forms.
8. Postal ballot with the defects as mentioned in the instruction in the postal ballot form were rejected and not considered.
9. Shareholder's who have cast their vote both by Physical Ballot and E-voting, in such case voting done through E-voting was considered valid and voting through Postal Ballot Form was considered invalid.
10. None of the Shareholders have cast votes for shares more than their actual holdings.
11. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.

On scrutiny, I report that out of Twenty six thousand eight hundred and fifty seven (26857) Shareholders, One hundred and twenty eight (128) Shareholders have exercised their vote through E-voting and Sixty nine (69) Shareholders have exercised their votes through Postal Ballot Forms, as received. The details of results for the item placed for consideration by the members are given below:

Item No.1: Approval for Borrowings Limits:

TABLE A:

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares (of Rs. 10/- each)	% of Total Paid Up Equity Capital
Total votes cast through postal ballots received (A)	69	108783340	27.86
Total votes cast through E-Voting (B)	128	83655260	21.42
Grand Total (C)	197	192438600	49.28
Less : Invalid E-Voting/postal ballots forms (D)	14*	36927690	9.46
Net E-Voting confirmation/ valid Postal ballot forms (C-D)	183	155510910	39.82



TABLE: B

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares (of Rs. 10/- each)	% of Total Paid Up Equity Capital
Postal Ballot Forms /E-Voting with Assent for the Resolution	171	155490100	39.82
Postal Ballot Forms /E-Voting with Dissent for the Resolution	12	20810	0.0053

***Note:** There are shareholders who have voted through e-voting and postal ballot and hence were considered invalid under postal ballot.

There is one shareholder who has not signed the postal ballot form and hence was considered invalid.

Results:

As the number of votes casted in favour of the Resolution i.e., 39.82 % is more than the number of votes cast against i.e., 0.0053 %, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Item No. 1 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

Item No.2: Creation of charge on company's property:

TABLE A:

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares (of Rs. 10/- each)	% of Total Paid Up Equity Capital
Total votes cast through postal ballots received (A)	69	108783340	27.86
Total votes cast through E-Voting (B)	127	83562200	21.40
Grand Total (C)	196	192345540	49.26
Less : Invalid E-Voting/postal ballots forms (D)	15*	36928190	9.46
Net E-Voting confirmation/ valid Postal ballot forms (C-D)	181	155417350	39.80



TABLE: B

Particulars	No. Postal Ballot Forms/E- Voting	No. of Shares (of Rs. 10/- each)	% of Total Paid Up Equity Capital
Postal Ballot Forms /E-Voting with Assent for the Resolution	167	155391790	39.79
Postal Ballot Forms /E-Voting with Dissent for the Resolution	14	25560	0.0065

***Note:** There are shareholders who have voted through e-voting and postal ballot and hence were considered invalid under postal ballot.

There is one shareholder who has not signed the postal ballot form and hence was considered invalid.

Results:

As the number of votes casted in favour of the Resolution i.e., 39.79 % is more than the number of votes cast against i.e., 0.0065 %, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Item No. 2 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

All the resolutions stand passed under e-voting and postal ballot with the requisite majority.

I shall hand over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary of the Company once the Chairman considers, approves and sign the minutes of the Meeting.

You may accordingly declare the result of the voting by Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal ballot.

Thanking You.

Yours Faithfully,

For GMJ & ASSOCIATES
COMPANY SECRETARIES

Mareshwar
(P. MAHESHWARI)
PARTNER
C.P. NO. 1432
F.C.S NO. 2405

PLACE: MUMBAI

DATE: 16th SEPTEMBER, 2014.

