

October 15, 2015

1. The Manager- Listing Department,
Bombay Stock Exchange Limited
Corporate Relationship Department
P. J. Towers, Dalal Street,
Mumbai – 400 001.
2. The Manager- Listing Department,
The National Stock Exchange of
India Limited, Exchange Plaza,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

BSE Scrip Code No.524280

NSE Symbol : KOPRAN

Dear Sir/Madam,

In compliance with listing agreement clause 31 (d), we are submitting the minutes 56th Annual General Meeting of the Company held on 19th September, 2015 for your record.

Thanking you,

Yours faithfully,
For Kopran Limited



Sunil Sodhani
Company Secretary

Encl : as above

MINUTES AND OUTCOME OF THE ANNUAL GENERAL MEETING (AGM).

MINUTES OF THE 56th ANNUAL GENERAL MEETING OF THE MEMBERS OF KOPRAN LIMITED HELD ON SATURDAY, 19th SEPTEMBER, 2015 STARTED AT 3.00 P.M. AND ENDED AT 4.30 P.M. AT SHRI S.K. SOMANI MEMORIAL HALL, 79, MARINE DRIVE, MUMBAI - 400 020.

Directors Present:

- | | | |
|---|----------------------|--------------------------------------|
| 1 | Mr. Vishnu N Khanna | : Chairman (Independent Director) |
| 2 | Dr. Arvind K. Mehta | : Independent Director |
| 3 | Mr. Vijay K Bhandari | : Independent Director |
| 4 | Dr. Sunita Banerji | : Additional Director (Independent) |
| 5 | Mr.Surendra Somani | : Executive Vice Chairman |
| 6 | Mr. Ajit Jain | : Executive Director & COO |

Also Presents :

- | | | |
|----|-----------------------|--|
| 1. | Mr Harshil Shah | : Batliboi & Purohit, Auditors |
| 2. | Mr.Prabhat Maheshwari | : Partner, GMJ & Associates, Practicing
Company Secretaries |
| 3. | Mr.Sunil Sodhani | : Company Secretary |

Members and Proxies :

Fifty Nine Members and five Proxy holders were present at the meeting.
Valid Proxies numbering Fourteen for 5129110 Equity Shares were received.

Chairman of the meeting:

As per the provisions of Article 71 of the Articles of Association of the Company, Mr. Vishnu N Khanna, Chairman of the Board presided over the meeting.

Conduct of the Meeting.

- a. Chairman ascertained the attendance from the Company Secretary and declared that the requisite quorum was present. He welcome all the Members, Proxy holders, Auditors and Directors present at the meeting.
- b. The Company Secretary informed the members that the Statutory Registers, Register of Proxies and Register of Directors & Key Managerial persons and their shareholding were made available for inspection to the members.
- c. The Chairman informed the members that pursuant to the provisions of section 108 of the Companies Act, 2014 read with rule 20 of the Companies (Management & Administration) Rules 2014 the company has extended E-voting facility to the Shareholders for exercising their ascend/ descent of each of the Resolutions proposed at the AGM. The E-voting commenced at 9.00 a.m. on Wednesday 16th September 2015 and ended at 5.00 p.m. on Friday 18th September 2015.
- d. The Company has appointed GMJ & Associates, Practicing Company Secretaries, Mumbai as scrutinizer to scrutinize the remote E-voting and poll process at the AGM. Mr. Prabhat Maheshwari, Partner of GMJ & Associates was present to ensure that the poll process is done in a fair and transparent manner. The empty Ballot Box was displayed to the members and duly sealed by the Scrutinizer.

...2

CHAIRMAN'S INITIALS

- 2 -

- e. The Chairman informed to the members that all the business Ordinary as well as Special as set out in the item No. 1 to 7 of the Notice convening 56th AGM of the company to be carried out through poll. Members are requested to cast their vote and drop their ballot paper in the ballot box. The Chairman further informed that Voting Results based on the scrutinizer's report will be displayed on the Company's website on 22nd September, 2015 and also intimated to Stock Exchanges.
- f. Chairman with the permission of the members the Notice of AGM was taken as read.
- g. The Company Secretary informed the members the Statutory Auditor's Report and Secretarial Auditor's Report did not contain any qualification or disclaimer. The Statutory Auditor's report contained emphasis of matter which was duly explained to the members by Executive Vice Chairman Mr. Surendra Somani.
- h. The Chairman informed the members that Mr.Amit Rajan and Dr.Siddhan Subramanian Directors of the Company have expressed their inability to attend the meeting due to their preoccupation.
- i. Mr. Surendra Somani, Executive Vice Chairman of the Company briefed the members about the current operations and past performance of the Company.
- j. With the consent of members present the Chairman Speech already circulated to the members was taken as read.
- k. Chairman informed the Company Secretary to call out the names in order of the speaker's list of the members present and invited them for their queries, if any, on the Annual Report ended 2015, Company's operations and on the Agenda items of the meeting. Twelve speakers raised numerous queries which was addressed satisfactorily by Mr. Surendra Somani, Executive Vice Chairman of the Company.
- l. The Chairman intimated to the members and proxy holders to exercise their voting through ballot papers and deposit duly filled and signed ballot papers in ballot box.

Vote of thanks

Mr. Surendra Somani thanked all the members, proxy holders, auditors, directors and the Chairman.

Place : Mumbai

Date : 19th September, 2015


CHAIRMAN

Outcome of the 56th Annual General Meeting held on 19th September 2015.

As per the Notice dated 24th August 2015 following Resolutions placed before the members for their consideration through E-voting and poll at the AGM.

• Item No.1 Adoption of Accounts.

"To receive, consider and adopt the Audited Balance Sheet as at 31st March-2015 and the Profit & Loss Account for the year ended 31st March 2015 together with the Reports of the Board of Directors and the Auditors thereon".

3
CHAIRMAN'S INITIALS

- 3 -

- **Item No.2 Appointment of Auditor.**

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the companies Act, 2013 and the rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, M/s Batliboi & Purohit Co. (Firm Registration No. 101048W), Chartered Accountant, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of present Annual General Meeting until the conclusion of the next Annual General Meeting subject to the approval of members of the company at the ensuing Annual General Meeting of the Company, at a remuneration to be fixed by the Board of directors as determined by the Audit Committee apart from reimbursement of out-of-pocket expenses incurred in connection with the audit."

- **Item No.3 Appointment of Director**

To appoint a director in place of Mr. Amit Rajan (DIN No. 03264797) who retires by rotation and, being eligible, seeks re-appointment.

- **Item No.4 Appointment of Mr. Vijay Kumar Bhandari as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Vijay Kumar Bhandari (DIN No. 00052716), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment and seeks re-appointment be and is hereby appointed for a term of five consecutive year as an Independent Director of the Company with effect from 19th September 2015".

- **Item No.5 . Appointment of Dr. Siddhan Subramanian as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Dr. Siddhan Subramanian (DIN No. 02101174), an Additional Director of the Company, who holds the office of Director upto the Date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Siddhan Subramanian as a candidate for the office of a director of the company, be and is hereby appointed for a term of five consecutive years as an Independent Director of the Company with effect from 19th September 2015, not liable to retire by rotation."

- **Item No. 6. Appointment of Dr. Sunita Banerji as an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Dr. Sunita Banerji (DIN No. 02476075), an Additional Director of the Company, who holds the office of Director upto the Date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Sunita Banerji as a candidate for the office of a director of the company, be and is hereby appointed for a term of five consecutive years as an Independent Director of the Company with effect from 19th September 2015, not liable to retire by rotation."

CHAIRMAN'S INITIALS 4

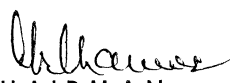
• **Item No.7. Ratification of Remuneration of Cost Auditors**

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with section 148(3) and the Rules made thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, Dilip M Malkar & Co., Cost Accountants (Firm Registration No. 101222) appointed as the Cost Auditors of the Company by the Board of Directors, for conducting the audit of the cost records of the Company for the financial year commencing on 1st April 2015 at a remuneration of Rs. 50000 (Rupees fifty thousand only) excluding service tax and the Board of Directors be and are hereby authorized to fix such remuneration (excluding out of pocket expenses) as may be recommended by the Audit Committee on consultation with the Auditors and that such remuneration may be paid on such basis to be agreed upon between the Auditors and the Board of Directors of the Company."

On the basis of the Scrutinizers Report given by Mr. Prabhat Maheshwari, Partner of M/s. GMJ & Associates duly initiated by the Chairman for identification on remote electronic voting, valid proxies and poll conducted at the AGM on 19th September 2015 and Summary of voting pattern given in the Scrutinizers Report dated 19th September 2015, the resolutions are individually declared as passed by the Chairman.

Item No. of Notice	Votes in favour of the resolution			Votes against the resolution			Result
	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	Ordinary Resolution passed with overwhelming Majority
2	52	1,81,15,958	99.99	1	25	0.001	Ordinary Resolution passed with overwhelming Majority
3	53	1,81,16,958	99.99	1	25	0.001	Ordinary Resolution passed with overwhelming Majority
4	53	1,81,16,958	99.99	1	25	0.001	Ordinary Resolution passed with overwhelming Majority
5	53	1,81,16,958	99.99	1	25	0.001	Ordinary Resolution passed with overwhelming Majority
6	53	1,81,16,958	99.99	1	25	0.001	Ordinary Resolution passed with overwhelming Majority
7	52	1,81,15,958	99.99	1	25	0.001	Ordinary Resolution passed with overwhelming Majority

Place : Mumbai


CHAIRMAN
22-9-2015

CHAIRMAN'S INITIALS