

Scrutinizer's Report on E-voting carried out For KOPRAN LIMITED

To,
The Chairman,
Kopran Limited
Mumbai

55th Annual General Meeting of the Equity Shareholders of M/s. Kopran Limited to be held on Thursday, 11th September, 2014 at 11.30 A.M. at Shri S. K. Somani Memorial Hall, 79, Marine Drive, Mumbai 400 002.

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of Kopran Limited (hereinafter referred to as the "Company") on 28th May, 2014 I, CS Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17th April, 2014 issued in this regard.

The Company has appointed M/s. National Securities Depository Limited (NSDL) as the Service Provider for providing the facility of electronic voting to the shareholders of the Company. M/s. Bigshare Services Private Limited are Registrar and Share Transfer Agent (RTA) of the Company. The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the Annual General Meeting (AGM) of the Company, which is scheduled to be held on Thursday, 11th September, 2014. The Service Provider accordingly had set up e-Voting facility on their website, www.evoting.nsdl.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e- Voting.

As on the cut-off date there were 26857 shareholders of the Company. The Company has sent the Notice of the AGM by Courier to 15423 shareholders and by Email to 11434 (sent) and 11127 (delivered) shareholders as per the details available with the RTA/Service Provider. The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes



electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Friday, 1st August, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from Sunday, 7th September, 2014 from 9:00 A.M. to Tuesday, 9th September, 2014 up to 6:00 P.M.

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in The Free Press Journal dated 20th August, 2014 and in Marathi in Navshakati dated 20th August, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

At the end of the voting period on Tuesday, 9th September, 2014 up to 6:00 P.M. the voting portal of the Service Provider was blocked forthwith. On Wednesday, 10th September, 2014, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 32 shareholders holding 3089500 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

The result of the E-voting is as under:

(1) As an Ordinary Resolution - Item No. 1. Passed with the requisite majority

To adopt the Audited Accounts, Board of Directors Report for Financial Year ended 31st March, 2014.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i)Voted in favour of the resolution	31	3089200	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(2) As an Ordinary Resolution - Item No. 2. Passed with the requisite majority

Re-appointment of Ms. Batliboi and Purohit as Statutory Auditors.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	32	3089500	100
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(3) As an Ordinary Resolution - Item No. 3. Passed with the requisite majority

Appointment of Mr. Vishnu N Khanna as an Independent Director of the Company, not liable to retire by rotation

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	29	3086800	99.94
(ii)Voted against the resolution	1	2000	0.06
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(4) As an Ordinary Resolution - Item No. 4. Passed with the requisite majority

Appointment of Dr. Arvind K Mehta as an Independent Director of the Company, not liable to retire by rotation

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	3087000	99.94
(ii)Voted against the resolution	1	2000	0.06
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(5) As an Ordinary Resolution - Item No. 5. Passed with the requisite majority

Variation in terms of Appointment of Mr. Ajit Jain, Executive Director and Chief Operating Officer of the Company.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	3087000	99.94
(ii)Voted against the resolution	1	2000	0.06
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(6) As an Ordinary Resolution - Item No. 6. Passed with the requisite majority

Appointment of Mr. Surendra Somani as the Executive Vice Chairman of the Company.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	29	3086700	99.94
(ii) Voted against the resolution	1	2000	0.06
(iii) Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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All the Resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully
For GMJ & ASSOCIATES
Company Secretaries

Prabhat Maheshwari

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

PLACE : MUMBAI
DATE: 10th SEPTEMBER, 2014.

