

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rule, 2014]

To,
The Chairman,
55th Annual General Meeting of the Equity Shareholders of M/s. Kopran Limited held on Thursday, 11th September, 2014 at 11.30 A.M. at Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive, Mumbai - 400002.

Dear Sir,

I, CS Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of M/s. Kopran Limited (the Company) held on Thursday, 11th September, 2014 at 11.30 A.M. at Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive, Mumbai - 400002, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



The result of the Poll 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 Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	33	8826461	100
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	02	2010	

(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 Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	33	8826461	100
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	02	2010	



(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 Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	33	8826461	100
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	02	2010	

(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 Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	33	8826461	100
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	02	2010	

(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 Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	33	8826461	100
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	02	2010	

(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 Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	18	4216951	100
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid Votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	02	2010	



4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For GMJ & ASSOCIATES
Company Secretaries

Prabhat Maheshwari

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

PLACE : MUMBAI
DATE: 12TH SEPTEMBER, 2014.

