

KPL/2021-22/BSE
08/10/2021



Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street MUMBAI - 400 001 Scrip Code : 530299	National Stock Exchange Of India Ltd. Exchange Plaza 5th Floor Plot No.C/1, G Block Bandra Kurla Complex Bandra (E) MUMBAI - 400 051 Scrip Code : KOTHARIPRO
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Dear Sir,

Sub: **SUBMISSION OF COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER
& HALF YEAR ENDED 30.09.2021**

Pursuant to Regulation 27 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 please find attached herewith Annexure I & Annexure II of the compliance report on Corporate Governance for the aforesaid quarter & half year.

Kindly take the aforesaid information on your records.

Thanking you,

Yours faithfully
for **KOTHARI PRODUCTS LTD.**

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER
FCS - 3281

Address :
"Pan Parag House
24/19, The Mall,
Kanpur



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Phone : +91 512 2312171-72-73-74 • Fax: +91 512 2312058
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CIN No. - L 16008 UP 1983 PLC 006254

ANNEXURE - I

1. Name of Listed Entity: KOTHARI PRODUCTS LIMITED
2. Quarter ending: 30th September, 2021

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [In reference to regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Deepak Kothari	AAYPK6101C & 00088973	Chairman & Managing Director	07.09.1988	30-09-2021	-	N.A.	26.06.1951	1	NIL	2	NIL
Mr.	Mitesh Kothari	AFUPK3905M & 00089076	Executive Director	01.10.2002	30-09-2021	-	N.A.	26.08.1976	1	NIL	1	Nil
Mr.	Avinash Gupta	AAIPG4289P & 00089371	Independent/Non Executive	01.10.1994	19.09.2019	-	27 years	26.05.1950	1	1	2	Nil
Mr.	Pramod Kumar Tandon	AAOPT5570C & 00089344	Independent/Non Executive	03.07.1999	19.09.2019	-	22 years	05.05.1940	1	1	NIL	2
Mr.	Vikas Chaturvedi	AAKPC0656L & 00089394	Independent/Non Executive	15.09.2006	19.09.2019	-	15 years	05.07.1963	1	1	1	Nil
Mrs.	Poonam Acharya	AFJPA2311J & 07238992	Non Executive	24.07.2015	30-09-2020	-	N.A.	23.07.1968	1	NIL	NIL	Nil
Whether Regular Chairperson appointed - Yes												
Whether Chairperson is related to managing director or CEO - N.A.												
*filled only for Independent Director. Tenure mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling period.												

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

II. Composition of Committees						
Name of Committee		Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	1. Sri Pramod Kumar Tandon	Chairperson/Independent	22.05.2014	-
			2. Sri Deepak Kothari	Executive	22.05.2014	-
			3. Dr.Avinash Gupta	Independent/Non Executive	22.05.2014	-
			4. Sri Vikas Chaturvedi	Independent/Non Executive	22.05.2014	-
2	Nomination & Remuneration Committee	Yes	1. Sri Pramod Kumar Tandon	Chairperson/Independent	22.05.2014	-
			2. Dr.Avinash Gupta	Independent/Non Executive	22.05.2014	-
			3. Sri Vikas Chaturvedi	Independent/Non Executive	22.05.2014	-
3	Risk Management Committee	Yes	1. Sri Pramod Kumar Tandon	Chairperson/Independent	18.09.2014	-
			2. Sri Deepak Kothari	Executive	18.09.2014	-
			3. Dr.Avinash Gupta	Independent/Non Executive	18.09.2014	-
			4. Sri Vikas Chaturvedi	Independent/Non Executive	18.09.2014	-
4	Stakeholders Relationship Committee	Yes	1. Sri Pramod Kumar Tandon	Chairperson/Independent	22.05.2014	-
			2. Sri Deepak Kothari	Executive	22.05.2014	-
			3. Dr.Avinash Gupta	Independent/Non Executive	22.05.2014	-
			4. Sri Mitesh Kothari	Executive	22.05.2014	-
5	Corporate Social Responsibility Committee	Yes	1. Sri Pramod Kumar Tandon	Chairperson/Independent	03.04.2014	-
			2. Sri Deepak Kothari	Executive	03.04.2014	-
			3. Dr.Avinash Gupta	Independent/Non Executive	03.04.2014	-

III. Meeting of Board of Directors					
Date of Meeting (if any) in the previous quarter	Date of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors presents*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings in number of days
09.06.2021	12.08.2021	Yes	3	2	63
29.06.2021	12.08.2021	Yes	3	2	43

IV. Meeting of Committees						
Name of Committee	Dates of meeting of the committee in the relevant quarter	Whether requirement of quorum met*	Number of Directors presents*	Number of Independent Directors presents*	Dates of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit committee	12.08.2021	Yes	3	2	29-06-2021	43
Stake holders Relationship Committee	24.09.2021	Yes	3	1	09-06-2021	

* details given only for current quarter

For KOTHARI PRODUCTS LTD.


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V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee
e. Corporate Social Responsibility Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here : NIL

For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

ANNEXURE - II

(FORMAT FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2021)

Affirmation		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)*
Copy of the annual report including balancesheet, profit and loss account, directors report, corporate report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para c of Schedule V	Yes
*Notes 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the word "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		

For KOTHARI PRODUCTS LTD.


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Additional Half Yearly Disclosure

Applicability of disclosure	APPLICABLE	
Reason for Non Applicability		
I. Disclosure of Loans/guarantees/comfort letters / securities etc. refer note below		
(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	0	0
Promoter group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0
(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
Promoter or any other entity controlled by them	0	0
Promoter group or any other entity controlled by them	CORPORATE GUARANTEE GIVEN TO SUBSIDIARIES & ASSOCIATES	Rs.861.01 CR.
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0
(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
Promoter or any other entity controlled by them	0	0
Promoter group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0
(D) Additional Information		
II. Affirmations		
Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loans(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s),	Yes	
Name	MR.ANURAG TANDON	
Designation	CFO	
Place	KANPUR	
Date	30-09-2021	

For KOTHARI PRODUCTS LIMITED

Chief Financial Officer