

KPL/2023-24/BSE
12/10/2023

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 30.09.2023**

Pursuant to Regulation 27 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 please find attached herewith Annexure I & Annexure III 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



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Scrip code	530299
NSE Symbol	KOTHARIPRO
MSEI Symbol	NOTAPPLICA
ISIN	INE823A01017
Name of the entity	KOTHARI PRODUCTS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter
ended date only[Prev](#)[Next](#)

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
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Home

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Disclosure of notes on composition of board of directors explanatory										
										Add Notes
Whether the listed entity has a Regular Chairperson										Yes
Whether Chairperson is related to MD or CEO										Yes
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification
<div>Add</div> <div>Delete</div>										
1	Mr	DEEPAK KOTHARI	AAYPK6101C	00088973	Executive Director	Chairperson	MD	26-06-1951	No	
2	Mr	MITESH KOTHARI	AFUPK3905M	00089076	Executive Director	Not Applicable		26-08-1976	No	
3	Mr	PRAMOD KUMAR TANDON	AAOPTS570C	00089344	Non-Executive - Independent Director	Not Applicable		05-05-1940	No	
4	Mr	AVINASH GUPTA	AAIPG4289P	00089371	Non-Executive - Independent Director	Not Applicable		26-05-1950	No	
5	Mr	VIKAS CHATURVEDI	AAKPC0656L	00089394	Non-Executive - Independent Director	Not Applicable		05-07-1963	No	
6	Mrs	POONAM ACHARYA	AFJPA2311J	07238992	Non-Executive - Non Independent Director	Not Applicable		23-07-1968	No	
7	Mr	DEEPAK GAMBHIRDAS GANDHI	AACPG5097K	01627471	Non-Executive - Independent Director	Not Applicable		15-07-1960	No	

Prev

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Annexure I										
Annexure I to be submitted by listed entity on quarterly basis										
Composition of Board of Directors										
Directors under section 164 of the Companies Act, 2013										
End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]

		Active	NA		07-09-1988	30-09-2021			1	0
		Active	NA		01-10-2002	30-09-2021			1	0
		Active	Yes	23-09-2019	03-07-1999	19-09-2019		288.00	1	1
		Active	Yes	23-09-2019	01-10-1994	19-09-2019		348.00	1	1
		Active	Yes	23-09-2019	15-09-2006	19-09-2019		204.00	1	1
		Active	NA		24-07-2015	30-09-2022			1	0
		Active	Yes	17-04-2023	21-01-2023			8.00	1	1

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Number 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)	Notes for not providing PAN	Notes for not providing DIN
2	0		
1	0		
0	2		
2	0		
1	0		
0	0		
0	0		

Next

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Home

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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter (September 30, 2022)

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00089344	PRAMOD KUMAR TANDON	Non-Executive - Independent Director	Chairperson	22-05-2014		
2	00088973	DEEPAK KOTHARI	Executive Director	Member	22-05-2014		
3	00089371	AVINASH GUPTA	Non-Executive - Independent Director	Member	22-05-2014		
4	00089394	VIKAS CHATURVEDI	Non-Executive - Independent Director	Member	22-05-2014		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00089344	PRAMOD KUMAR TANDON	Non-Executive - Independent Director	Chairperson	22-05-2014		
2	00089371	AVINASH GUPTA	Non-Executive - Independent Director	Member	22-05-2014		
3	00089394	VIKAS CHATURVEDI	Non-Executive - Independent Director	Member	22-05-2014		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

For KOTHARI PRODUCTS LTD.

 (RAJ KUMAR GUPTA)
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1	00089344	PRAMOD KUMAR TANDON	Non-Executive - Independent Director	Chairperson	22-05-2014		
2	00088973	DEEPAK KOTHARI	Executive Director	Member	22-05-2014		
3	00089371	AVINASH GUPTA	Non-Executive - Independent Director	Member	22-05-2014		
4	00089076	MITESH KOTHARI	Executive Director	Member	22-05-2014		
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00089344	PRAMOD KUMAR TANDON	Non-Executive - Independent Director	Chairperson	03-04-2014		
2	00088973	DEEPAK KOTHARI	Executive Director	Member	03-04-2014		
3	00089371	AVINASH GUPTA	Non-Executive - Independent Director	Member	03-04-2014		
4							
5							
6							
7							
8							
9							
10							

For KOTHARI PRODUCTS LTD.

Sayaji

(RAJ KUMAR GUPTA)
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Other Committee				
Sr	DIN Number	Name of Committee members	Name of other committee	Remarks
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				

Prev

Next

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
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Raj Kumar Gupta

[Home](#)[Validate](#)

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Add Delete							
1	23-05-2023			Yes	7	3	1
2	14-08-2023	82		Yes	7	6	3

[Prev](#)[Next](#)

* to be filled in only for the current quarter meetings

For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
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Annexure 3										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	22-05-2023				Yes	4	3	3	0
2	Audit Committee	14-08-2023	83			Yes	4	4	3	0
3	Nomination and remuneration committee	22-07-2023				Yes	3	3	3	0
4	Stakeholders Relationship Committee	30-05-2023				Yes	4	3	1	0
5	Stakeholders Relationship Committee	23-08-2023	84			Yes	4	4	2	0

* to be filled in only for the current quarter meetings

For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER



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Appendix 1		
Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Disclosure of notes on related party transactions		Add Notes
Disclosure of notes of material transaction with related party		Add Notes

Prev Next

WM Details of non compliance of prior approval of audit committee obtained
WM Details of non compliance of shareholder approval obtained for material RPT
WM Details of non compliance of RPT entered into pursuant to omnibus approval have been reviewed by audit committee
DM Disclosure notes on quarterly formats for compliance report on corporate governance
Disclosure of notes of material transaction with related party

For KOTWARI PRODUCTS LTD.
(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

Raj Kumar Gupta

Details of Cyber security Incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event		Brief details of the event	

For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
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[Home](#)[Validate](#)

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

[Prev](#)[Next](#)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	RAJ KUMAR GUPTA
2	Designation	Company Secretary and Compliance Officer

For KOTNARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

Annexure III				
III Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				<div>Add Notes</div>

Prev Next

Annexure III		
1	Name of signatory	RAJ KUMAR GUPTA
2	Designation	Company Secretary and Compliance Officer

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
 CS & COMPLIANCE OFFICER


 Sanjay

Home


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Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
The Figure should be mentioned in Actual INR only			
(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	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(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	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(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	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	GUARANTEE GIVEN TO SUBSIDIARIES & ASSOCIATES	0.00	4413745000.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			Add Notes
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 loan(s) (or other form of debt) given directly or indirectly by the listed entity to		Yes	Add Notes
Name	ANURAG TANDON		
Designation	CFO		
Place	MUMBAI		
Date	30-09-2023		

Prev

Next

ANURAG TANDON LTD.


 (ANURAG TANDON)
 CHAIRMAN & MANAGING DIRECTOR



[Home](#)[Validate](#)**Signatory Details**

Name of signatory	RAJ KUMAR GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	KANPUR
Date	12-10-2023

[Prev](#)

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER