

KPL/2023-24/BSE

15 /04/2023



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

Dear Sir,

Sub: **SUBMISSION OF COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE
QUARTER & YEAR ENDING 31.03.2023**

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

Regd. Off.: "Pan Parag House", 24/19, The Mall, Kanpur - 208 001 (INDIA)
Phone : +91 512 2312171-72-73-74
E-mail: info@kothariproductions.in & kothari@kothariproductions.in
CIN No. - L 16008 UP 1983 PLC 006254

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General information about company

Scrip code	530299
NSE Symbol	KOTHARIPRO
MSEI Symbol	NOTAPPLICA
ISIN	INE823A01017
Name of the entity	KOTHARI PRODUCTS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter
ended date only

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For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
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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	
												Disqualification of Directors under section 164 of the Companies Act, 2013	
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	End Date of disqualification	Details of disqualification	Current status
Add Delete													
1	Mr	DEEPAK KOTHARI	AAYPK6101C	00088973	Executive Director	Chairperson	MD	26-06-1951	No				Active
2	Mr	MITESH KOTHARI	AFUPK3905M	00089076	Executive Director	Not Applicable		26-08-1976	No				Active
3	Mr	PRAMOD KUMAR TANDON	AAOPT5570C	00089344	Non-Executive - Independent Director	Not Applicable		05-05-1940	No				Active
4	Mr	AVINASH GUPTA	AAIPG4289P	00089371	Non-Executive - Independent Director	Not Applicable		26-05-1950	No				Active
5	Mr	VIKAS CHATURVEDI	AAKPC0656L	00089394	Non-Executive - Independent Director	Not Applicable		05-07-1963	No				Active
6	Mrs	POONAM ACHARYA	AFJPA2311J	07238992	Non-Executive - Non Independent Director	Not Applicable		23-07-1968	No				Active
7	Mr	DEEPAK GAMBHIRDAS GANDHI	AACPG5097K	01627471	Non-Executive - Independent Director	Not Applicable		15-07-1960	No				Active

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For KOTHARI PRODUCTS LTD.


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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 (Refer Regulation 17A(1) of Listing Regulations)	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
NA		07-09-1988	30-09-2021			1	0	2	0		
NA		01-10-2002	30-09-2021			1	0	1	0		
Yes	23-09-2019	03-07-1999	19-09-2019		282.00	1	1	0	2		
Yes	23-09-2019	01-10-1994	19-09-2019		342.00	1	1	2	0		
Yes	23-09-2019	15-09-2006	19-09-2019		198.00	1	1	1	0		
NA		24-07-2015	30-09-2022			1	0	0	0		
Yes	21-01-2023	21-01-2023			2.00	1	1	0	0		

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For KOTHARI PRODUCTS LTD.


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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note t
 1. Date of Appointment and mandatorily filled for every C
 2. Date of Appointment can
 3. Date of Cessation must b
 to September 30.2022

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

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
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
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						

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
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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
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
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 prefilled automatically

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
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Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility 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
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						

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
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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	14-11-2022			Yes	6	4	2
2	30-11-2022	15		Yes	6	3	1
3	21-01-2023	51		Yes	6	3	2
4	14-02-2023	23		Yes	7	3	2

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* to be filled in only for the current quarter meetings

For KOTHARI PRODUCTS LTD.


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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory						Add Notes				
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)
<div>Add</div> <div>Delete</div>										
1	Stakeholders Relationship Committee	19-10-2022				Yes	4	2	1	0
2	Audit Committee	14-11-2022	25			Yes	4	3	2	0
3	Nomination and remuneration committee	20-01-2023	66			Yes	3	3	3	0
4	Stakeholders Relationship Committee	23-01-2023	2			Yes	4	2	1	0
5	Audit Committee	14-02-2023	21			Yes	4	3	2	0
6	Corporate Social Responsibility Committee	06-03-2023	19			Yes	3	2	1	0

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* to be filled in only for the current quarter meetings

For KOTHARI PRODUCTS LTD.


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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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

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For KOTHARI PRODUCTS LTD.


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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.kothariproductions.in
2	Terms and conditions of appointment of independent directors	Yes		www.kothariproductions.in
3	Composition of various committees of board of directors	Yes		www.kothariproductions.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.kothariproductions.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kothariproductions.in
6	Criteria of making payments to non-executive directors	Yes		www.kothariproductions.in
7	Policy on dealing with related party transactions	Yes		www.kothariproductions.in
8	Policy for determining 'material' subsidiaries	Yes		www.kothariproductions.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.kothariproductions.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kothariproductions.in
11	email address for grievance redressal and other relevant details	Yes		www.kothariproductions.in
12	Financial results	Yes		www.kothariproductions.in
13	Shareholding pattern	Yes		www.kothariproductions.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.kothariproductions.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.kothariproductions.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kothariproductions.in
21	Materiality Policy as per Regulation 30	Yes		www.kothariproductions.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.kothariproductions.in
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

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

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

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS - COMPLIANCE OFFICER

37	D & O Insurance for Independent Directors	25(10)	NA		
38	Memberships in Committees	26(1)	Yes		
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes		
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes		
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes		
Any other information to be provided				<div>Add Notes</div>	

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

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
 CS & COMPLIANCE OFFICER



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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

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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	EE GIVEN ON BEHALF OF SUBSIDIARIES & ASSOCIATES	0.00	4412381250.00
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	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
(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	MR. ANURAG TANDON		
Designation	CFO		
Place	KANPUR		
Date	31-03-2023		

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For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

Mr

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Name of signatory	MR. RAJ KUMAR GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	KANPUR
Date	15-04-2023

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For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER