

KPL/2023-24/BSE  
16/01/2024

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

Dear Sir,

Sub : SUBMISSION OF QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR  
THE QUARTER ENDING 31.12.2023

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached herewith Annexure I of quarterly compliance report on Corporate Governance for the aforesaid quarter.

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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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	Quarterly
Date of Report	31-12-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

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For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)  
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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

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
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		09-05-1940	No				Active
4	Mr	AVINASH GUPTA	AAIPG4289P	00089371	Non-Executive - Independent Director	Not Applicable		26-05-1990	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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Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Add Notes

For this quarter kindly note the following points:  
 1. Date of Appointment and Date of Cessation (if applicable) must be 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 only, i.e. July 1, 2022 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	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
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							
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10							

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)  
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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							
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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							
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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*
<a href="#">Add</a> <a href="#">Delete</a>							
1	14-08-2023			Yes	7	6	3
2	05-10-2023	51		Yes	7	3	2
3	10-11-2023	35		Yes	7	4	2

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\* to be filled in only for the current quarter meetings

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)  
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Annexure 1										
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	Nomination and remuneration committee	22-07-2023				Yes	3	3	3	0
2	Audit Committee	14-08-2023	22			Yes	4	4	3	0
3	Audit Committee Stakeholders Relationship	10-11-2023	87			Yes	4	3	2	0
4	Committee Stakeholders Relationship	23-08-2023				Yes	4	4	2	0
5	Committee	24-11-2023	92			Yes	4	2	1	0

\* to be filled in only for the current quarter meetings

For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)  
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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			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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WI Details of non compliance of pr

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Disclosure of notes of material trai

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)  
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for approval of audit committee obtained

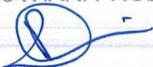
shareholder approval obtained for material RPT

ST entered into pursuant to omnibus approval have been reviewed by audit committee

formats for compliance report on corporate governance

transaction with related party

For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)  
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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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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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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:	<a href="#">Add Notes</a>

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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)  
CS & COMPLIANCE OFFICER



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Signatory Details	
Name of signatory	RAJ KUMAR GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	KANPUR
Date	16-01-2024

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For KOTHARI PRODUCTS LTD.

  
(RAJ KUMAR GUPTA)  
CS & COMPLIANCE OFFICER