

KPL/2022-23/BSE

20/04/2022



KOTHARI

PRODUCTS LIMITED

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 & YEAR ENDING 31.03.2022**

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

Address :

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



Regd. Off. : " Pan Parag House", 24/19, The Mall, Kanpur - 208 001 (INDIA)

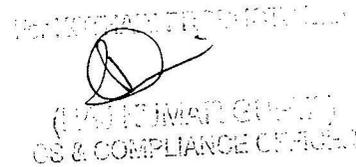
Phone : +91 512 2312171-72-73-74 • Fax: +91 512 2312058

E-mail: kothari@panparag.com

ANNEXURE -1

1. Name of Listed Entity: KOTHARI PRODUCTS LIMITED
2. Quarter ending: 31st March, 2022

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	-	330 months	26.05.1950	1	1	2	Nil
Mr.	Pramod Kumar Tandon	AAOPT5570C & 00089344	Independent/Non Executive	03.07.1999	19.09.2019	-	270 months	05.05.1940	1	1	NIL	2
Mr.	Vikas Chaturvedi	AAKPC0656L & 00089394	Independent/Non Executive	15.09.2006	19.09.2019	-	186 months	05.07.1963	1	1	1	Nil
Smt.	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.												



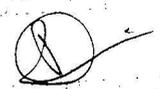
 (Name of Compliance Officer)
 CS & COMPLIANCE OFFICER



II. Composition of Committees						
Name of Committee		Whether Regular Chairperson appointed	Name of Committee members	Category	Date of Appointment	Date of Cessation
				(Chairperson/Executive/Non-Executive/Independent/Nominee)		
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
13.11.2021	28.01.2022	Yes	3	2	75
13.11.2021	14.02.2022	Yes	4	2	16

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	14.02.2022	Yes	3	2	13.11.2021	92
Stake holders Relationship Committee	04.02.2022	Yes	2	1	08.11.2021	--


 Director
 COLLABORANCE UNIT



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	Compliance Status (Yes/No/NA)
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	Yes
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.	Yes
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.	Yes
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	Yes
6. Any comments/observations/advice of Board of Directors may be mentioned here : NIL	--

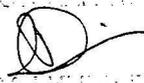



ANNEXURE II

1. Name of Listed Entity	KOTHARI PRODUCTS LTD.
2. Year ending	31.03.2022

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No/NA Provide Reason
Details of business	Yes	www.kothariproducs.in
Terms and conditions of appointment of independent Directors	Yes	www.kothariproducs.in
Composition of various committees of Board of Directors	Yes	www.kothariproducs.in
Code of conduct of Board of Directors and Senior Management personnel	Yes	www.kothariproducs.in
Details of establishment of vigil mechanism/Whistle Blower Policy	Yes	www.kothariproducs.in
Criteria of making payments to Non-Executive Directos	Yes	www.kothariproducs.in
Policy on dealing with related party transactions	Yes	www.kothariproducs.in
Policy for determing 'material' subsidiaries	Yes	www.kothariproducs.in
Details of familiarization programmes imparted to independent Directors	Yes	www.kothariproducs.in
E-mail address for grievance redressal and other relevant details	Yes	www.kothariproducs.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.kothariproducs.in
Financial Results	Yes	www.kothariproducs.in
Shareholding Pattern	Yes	www.kothariproducs.in

KOTHARI PRODUCTS LTD.


 CHIEF COMPLIANCE OFFICER
 CB & COMPLIANCE OFFICER



Details of agreements entered into with the media Companies and/or their associates	NA	Agreement not entered by company
Schedule of Analyst or institutional investor meet and presentation made by the listed entity to analyst or institutional investors simultaneously with new submission to stock exchange.	NA	No such meeting and presentation made
New name and the old name of the listed entity	NA	No Name Change
Advertisements as per regulation 47 (1)	Yes	www.kothariprodu cts.in
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	No credit rating obtained by the Company during the year under review as it has no outstanding instruments
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial Year.	Yes	www.kothariprodu cts.in
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.kothariprodu cts.in
Materiality Policy as per Regulation 30	Yes	www.kothariprodu cts.in
Dividend Distribution Policy as per Regulation 43A	N.A.	Company is not covered in Top 1000 listed entity.

It is certified that these contents on the website of the listed entity are correct.

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes
Board composition	17 (1) (A) (B)	Yes
Meeting of Board of Directors	17 (2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17 (3)	Yes
Plans for orderly succession for appointments	17 (4)	Yes

PRATAPBHAI SURYAN



(READ TO MANAGER GUARANTY)
CO & COMPLIANCE OFFICER



Code of Conduct	17 (5)	Yes
Fees/compensation	17 (6)	Yes
Minimum Information	17 (7)	Yes
Compliance Certificate	17 (8)	Yes
Risk Assessment & Management	17 (9)	Yes
Performance Evaluation of Independent Directors	17 (10)	Yes
Recommendation of board	17(11)	Yes
Maximum No. of Directorship	17(A)	Yes
Composition of Audit Committee	18 (1)	Yes
Meeting of Audit Committee	18 (2)	Yes
Composition of nomination & remuneration Committee	19 (1) & (2)	Yes
Quorum of nomination & remuneration Committee	19(2A)	Yes
Meeting of nomination & remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20 (1), (2) (2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk Management Committee	21 (1), (1A), (2), (3) & (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23 (1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23 (2) & (3)	Yes
Approval for material related party transactions	23 (4)	NA
Disclosure on related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24 (1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24 (2), (3), (4), (5) & (6)	Yes
Annual Secretarial Audit and Secretarial Compliance Reports	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Directorship & Tenure	25 (1) & (2)	Yes




Meeting of Independent Directors	25 (3) & (4)	Yes
Familiarization of Independent Directors	25 (7)	Yes
Declaration From Independent Directors	25(8) &(9)	Yes
Directors and Officers Insurance	25 (10)	N.A.
Memberships in Committees	26 (1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26 (3)	Yes
Obligations of Directors and Senior Management	26 (2) & 26 (5)	Yes

iii. Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirement with respect to subsidiary of Listed Entity have been complied.




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	-	-
Promoter group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(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) (Amount in Rs. Crores)
Promoter or any other entity controlled by them			
Promoter group or any other entity controlled by them	CORPORATE GUARANTEE GIVEN ON BEHALF OF SUBSIDIARIES & ASSOCIATES	-	808.49
Directors (including relatives) or any other entity controlled by them		-	-
KMPs or any other entity controlled by them		-	-

(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		-	-
Promoter group or any other entity controlled by them		-	-
Directors (including relatives) or any other entity controlled by them		-	-
KMPs or any other entity controlled by them		-	-

(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),

NOTE: Rs.808.49 crores includes a corporate guarantee of USD 8 mn (Equivalent INR 60.88 crores) which has replaced with USD 2.5 mn(Equivalent INR 19.03 crores) . All the documents already submitted to lender for replacement. Acceptance is still awaited from lender.

Name	MR. ANURAG TANDON
Designation	CFO
Place	KANPUR
Date	31.03.2022

Anurag Tandon