

KPL/2024-25/BSE
17/04/2024



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 31.03.2024

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.

A handwritten signature in blue ink, appearing to be 'Raj Kumar Gupta', written over a circular stamp or mark.

(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@kothariproducts.in & kothari@kothariproducts.in
CIN No. - L 16008 UP 1983 PLC 006254

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

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
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

Validate

Annexure I to be submit

1. Compositi

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
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	AAOPT5570C	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

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
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Annexure I

ted by listed entity on quarterly basis

ion of Board of Directors

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)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
Active	NA		07-09-1988	30-09-2021			1	0	2	0			
Active	NA		01-10-2002	30-09-2021			1	0	1	0			
Active	Yes	23-09-2019	03-07-1999	19-09-2019		294.00	1	1	0	2			
Active	Yes	23-09-2019	01-10-1994	19-09-2019		354.00	1	1	2	0			
Active	Yes	23-09-2019	15-09-2006	19-09-2019		210.00	1	1	1	0			
Active	NA		24-07-2015	30-09-2022			1	0	0	0			
Active	Yes	17-04-2023	21-01-2023	21-01-2023		14.00	1	1	0	0			

Next

For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)
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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							
8							
9							

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							
7							
8							
9							
10							

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

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	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							

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						
4						
5						
6						
7						
8						
9						
10						

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
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[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*
1	10-11-2023			Yes	7	4	2
2	12-02-2024	93		Yes	7	3	2

[Add](#)[Delete](#)[Prev](#)[Next](#)

* to be filled in only for the current quarter meetings

For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

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	Audit Committee	10-11-2023				Yes	4	3	2	0
2	Audit Committee	12-02-2024	93			Yes	4	2	2	0
3	Stakeholders Relationship Committee	15-02-2024	2			Yes	4	3	1	0
4	Corporate Social Responsibility Committee	15-03-2024	28			Yes	3	2	1	0

* to be filled in only for the current quarter meetings

For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
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Home

Validate

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
Other details of cyber security incidence or breaches or loss of data event		<input type="button" value="Add Notes"/>
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

For KOTHARI PRODUCTS LTD.



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

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

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

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 KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
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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.kothariproducs.in
2	Terms and conditions of appointment of independent directors	Yes		www.kothariproducs.in
3	Composition of various committees of board of directors	Yes		www.kothariproducs.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.kothariproducs.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kothariproducs.in
6	Criteria of making payments to non-executive directors	Yes		www.kothariproducs.in
7	Policy on dealing with related party transactions	Yes		www.kothariproducs.in
8	Policy for determining 'material' subsidiaries	Yes		www.kothariproducs.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.kothariproducs.in
10	Email address for grievance redressal and other relevant details	Yes		www.kothariproducs.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kothariproducs.in
12	Financial results	Yes		www.kothariproducs.in
13	Shareholding pattern	Yes		www.kothariproducs.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.kothariproducs.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.kothariproducs.in
20	Secretarial Compliance Report	Yes		www.kothariproducs.in
21	Materiality Policy as per Regulation 30 (4)	Yes		www.kothariproducs.in
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.kothariproducs.in
23	Disclosures under regulation 30(8)	Yes		www.kothariproducs.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.kothariproducs.in
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.kothariproducs.in
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.kothariproducs.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.kothariproducs.in
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

Prev

Next

For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)
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Home

Validate

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(1C), 17(1D) & 17(1E)	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	

For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				Add Notes

[Prev](#)

[Next](#)

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

Home

Validate

Annexure II

III. Affirmations

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

Prev

Next

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

Home

Validate

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
Promoter Group or any other entity controlled by them	E GUARANTEE GIVEN TO SBUSIDIARIES & ASSOCIATES	0.00	4413456250.00
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	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
Promoter Group or any other entity controlled by them		0	0.00
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	0.00
(D) Additional Information			Add Notes
II. Affirmations			
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		Compliance Status	Company Remarks
Name		Yes	Add Notes
Designation			
Place			
Date			
MR. ANURAG TANDON			
CFO			
KANPUR			
31-03-2024			

Prev

Next

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
 CS & COMPLIANCE OFFICER

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

Signatory Details

Name of signatory	MR. RAJ KUMAR GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	KANPUR
Date	15-04-2024

[Prev](#)

For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER