

KPL/2020-21/BSE
11/01/2022



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| 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 QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDING 31.12.2021**

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



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ANNEXURE - I

| |
|----------------------------------------------------|
| 1. Name of Listed Entity: KOTHARI PRODUCTS LIMITED |
| 2. Quarter ending: 31st December, 2021 |

| 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 | - | 327 months | 26.05.1950 | 1 | 1 | 2 | Nil |
| Mr. | Pramod Kumar Tandon | AAOPT5570C & 00089344 | Independent/Non Executive | 03.07.1999 | 19.09.2019 | - | 267 months | 05.05.1940 | 1 | 1 | NIL | 2 |
| Mr. | Vikas Chaturvedi | AAKPC0656L & 00089394 | Independent/Non Executive | 15.09.2006 | 19.09.2019 | - | 183 months | 05.07.1963 | 1 | 1 | 1 | Nil |
| Mrs. | 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. | | | | | | | | | | | | |

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
 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 |
| 12-08-2021 | 13-11-2021 | Yes | 4 | 2 | 92 |

| 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 | 13-11-2021 | Yes | 3 | 2 | 12-08-2021 | 92 |
| Stake holders Relationship Committee | 08-11-2021 | Yes | 3 | 1 | 24-09-2021 | 44 |

For KOTHARI PRODUCTS LTD.

(RAJ KUMAR GUPTA)
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| 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. | Yes |
| 6. Any comments/observations/advice of Board of Directors may be mentioned here : NIL | -- |

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