

KPL/2025-26/BSE
29.05.2025



Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street MUMBAI - 400 001	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 : 530299	Symbol : KOTHARIPRO

Sub : SECRETARIAL COMPLIANCE REPORT

Dear Sir,

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 & SEBI circular CIR/CFD/CMD1/27/2019 dated 08. February, 2019, we are attaching herewith the Secretarial Compliance Report of the Company for the Financial Year ended 31st March, 2025 issued by M/s Adesh Tandon & Associates, Kanpur.

Kindly take the same on record.

Thanking you,

Yours Faithfully
For KOTHARI PRODUCTS LTD.


(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER
FCS – 3281



Encl : As above

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~~ • Website : www.kothariproducts.in

CIN No. - L 16008 UP 1983 PLC 006254

info@kothariproducts.in

General information about company	
Scrip Code*	530299
NSE Symbol*	KOTHARIPRO
MSEI Symbol	NOTAPPLI
ISIN	INE823A01017
Name of the listed entity	KOTHARI PRODUCTS LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Date of Reporting to Exchange	29-05-2025
Whether any observations reported by the Secretarial Auditor	No
The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.	Yes
In previous, Any actions taken against the listed entity/its promoters/directors/its material subsidiaries either by SEBI or by stock exchanges (including under the Standard operating procedures issued by SEBI through various circulars).	No
Is there any observation made in the previous report	No
Name of the Certifying Firm	ADESH TANDON & ASSOCIATES
Name of the practicing Company Secretary issuing the report	ADESH TANDON
Membership Type	FCS
ACS/FCS No.	2253
UDIN	F002253G000471326
CP No.	1121
Place of PCS	KANPUR
PCS Report Date	28-05-2025
Company Remark	Add Notes

For KOTHARI PRODUCTS LTD.


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

Regulations			
Sr No	Regulation	Applicability during the period under review (Yes/No)	Any Observation (Yes/No)
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes	No
2	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	Yes	No
3	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Yes	No
4	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018	No	No
5	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	No	No
6	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	No	No
7	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Yes	No
8	Specify any other regulation applicable to the Company	Add	Delete
1	Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018	Yes	No

For KOTHARI PRODUCTS LTD.


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Home
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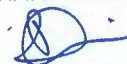
								Previous Report
Sr No	Compliance requirement (regulations/circulars/ guidelines including specific clauses)	Regulation Name/ SEBI Circular number*	Regulation Number/ circular dated	Deviations	Actions taken by	Name of Other Regulatory Body	Type of Action (Advisory/Clarification/Fine/Sh ow Cause Notice/ Warning, etc.)	Details of other action taken
Add		Delete						

For KOTHARI PRODUCTS LTD.


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Details of violation	Fine Amount	Observations of the practicing Company secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Comments of the practicing company secretary on the actions taken by the listed entity.	Remedial actions, if any, taken by the listed entity.	Management Response	Remarks

For KOTHARI PRODUCTS LTD.



(RAJ KUMAR GUPTA)
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Home

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Affirmation			
Sr No	Regulation	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2	Adoption and timely updation of the Policies		
(a)	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	
(b)	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3	Maintenance and disclosures on Website		
(a)	The Listed entity is maintaining a functional website	Yes	
(b)	Timely dissemination of the documents/ information under a separate section on the website	Yes	
(c)	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8	Related Party Transactions		
(a)	The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
(b)	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	Prior Approval of Audit Committee has been obtained for all the related party transactions either by way of omnibus approval or specific approval, wherever applicable.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder	Yes	

For KOTHARI PRODUCTS LTD.


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10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	NA	No action were taken against the Company / its promoters /directors subsidiaries either by SEBI or by BSE & NSE under SEBI Regulations and circulars / guidelines issued thereunder during the year under review.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	No auditors of the listed entity or any of its material subsidiaries have resigned during the year.
13	No. additional non-compliances observed: No. additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above	<div>Add</div> <div>Delete</div>	
1	No other additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	No	No additional non-compliances were observed for any SEBI regulation / Circular / guidance note etc. during the year under review.

For KOTHARI PRODUCTS LTD.


 (RAJ KUMAR GUPTA)
 CS & COMPLIANCE OFFICER

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, Kanpur - 208 001 (U.P.)

Mobile : +91-9839100709

E-mail : adesh.tandon11@gmail.com

SECRETARIAL COMPLIANCE REPORT

For the Financial Year ended March 31st, 2025

To,
Kothari Products Limited
Pan Parag House, 24/19,
The Mall, Kanpur, U.P. - 208001

I/We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Kothari Products Limited (hereinafter referred as 'the listed entity'), having its Registered office at Pan Parag House, 24/19, The Mall, Kanpur, U.P. - 208001, Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that the listed entity has, during the review period covering the financial year ended on March 31st, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :



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COMPANY SECRETARIES

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I, Adesh Tandon, proprietor of Adesh Tandon & Associates, Company Secretaries, Kanpur have examined:

- (a) all the documents and records made available to us and explanation provided by **Kothari Products Limited** (hereinafter referred to as "the Listed Entity") bearing CIN: L16008UP1983PLC006254 and having its registered office at Pan Parag House, 24/19 The Mall Kanpur, Uttar Pradesh - 208001;
 - (b) the filings/ submissions made by the Listed Entity to the Stock Exchanges;
 - (c) website of the Listed Entity;
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;
- for the financial year ended March 31st, 2025 (hereinafter referred to as "Review Period") in respect of compliance with the provisions of:
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined according to their applicability during the Review Period, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(**Not applicable during the year**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(**Not applicable during the year**);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable during the year**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **(To the extent applicable)**

I hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
Not Applicable										



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. no.	Observations / Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/s/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	



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2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	<p>YES</p> <p>YES</p>	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed Entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the 	<p>YES</p> <p>YES</p> <p>YES</p>	



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	relevant document(s)/ section of the website.		
4.	<p><u>Disqualification of Director(s):</u></p> <p>None of the Directors of the Listed Entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	<p>YES</p> <p>YES</p>	



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6.	<p><u>Preservation of Documents:</u></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transactions.</p> <p>(b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along</p>	<p>YES</p> <p>NA</p>	<p>Prior Approval of Audit committee has been obtained for all the related party transactions either by way of</p>



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	with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.		omnibus approval or specific approval, wherever applicable.
9.	<p><u>Disclosure of events or information:</u></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the Listed</p>		As informed by the Management, no Action was taken against the



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	Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	Company/ its promoters/ directors/ subsidiaries either by SEBI or by BSE & NSE under SEBI Regulations and circulars/ guidelines issued thereunder during the year under review.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not applicable	No auditors of the listed entity or any of its material subsidiaries have resigned during the year.



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13	<u>Additional non-compliances, if any:</u> No other additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NO	No additional non-compliances were observed for any SEBI regulation/circular/guidance note etc. during the year under review.
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity:

UDIN: F002253G000471326

Peer Review: 741/2020

Date: 28.05.2025

Place: Kanpur

For ADESH TANDON & ASSOCIATES
Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
PROPRIETOR
C.P. No. 1121

Adesh Tandon
(Proprietor)
FCS No. 2253
C. P. No. 1121