

KPL/2021-22/BSE
30.06.2021



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, 2021 issued by M/s Adesh Tandon & Associates, Kanpur.

Kindly take the same on record.

Thanking you,

Yours Faithfully
For KOTHARI PRODUCTS LTD.

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



(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER
FCS - 3281
Address: "Pan Parag House"
24/19, The Mall,
Kanpur

Encl : As above

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.)
Tel. : 0512 - 2332397 • Mobile : +91-9839100709
E-mail : adesh.tandon11@gmail.com

Secretarial Compliance Report

For the Financial Year ended March 31, 2021

To,

Kothari Products Limited

Pan Parag House, 24/19,

The Mall, Kanpur, U.P. – 208001

I 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"),
- (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 year ended March 31, 2021 (hereinafter referred 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 ("Listing Regulation")
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Review Period);**
- (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, 1998 and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Review Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Review Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Review Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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and based on the above examination, We hereby report that, during the Review Period:

- a) The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder subject to the following:

The company had sold and ceased its control over its two subsidiaries and filed the disclosure regarding the same pursuant to the regulation 30 of SEBI LODR. However NSE via mail dated 26.03.2021 had asked for some more details about the aforesaid sale and the Company had immediately furnished the requisite information.

- b) 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 examination of those records.
- (c) As informed to us, there are no actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The management took note of the observation made in the previous report and complied accordingly.

UDIN: F002253C000526491

Date: June 28, 2021

Place: Kanpur

For ADESH TANDON & ASSOCIATES
Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
(Adesh Tandon)

Proprietor

FCS No. 2253

C.P. No. 1121