

KPL/2020-21/BSE
09.06.2020



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, 2020 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 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, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)
Tel. : 0512-2332397 • **Mobile** : 09839100709
E-mail : adesh.tandon11@gmail.com

Date.....

Secretarial Compliance Report of Kothari Products Limited

For the Financial Year ended March 31, 2020

To,

Kothari Products Limited

Pan Parag House, 24/19,

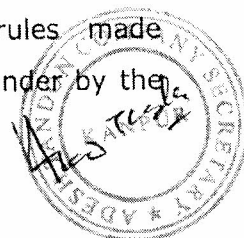
The Mall, Kanpur, U.P. - 208001

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, 2020 (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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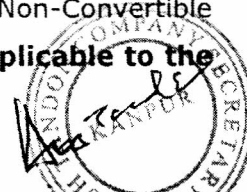
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The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined according to their applicability during the Review Period, include:

- (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)**;



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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I 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:

S.N.	Compliance Requirement (Regulations/Circulars/ guidelines/including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Reg. 17(1A) of SEBI Listing Regulations.	A non-Executive Independent Director of the company of the age as specified in the said regulation whose tenure was completing on 18 th September, 2019 and who had been proposed to be re-appointed w.e.f. 19 th September, 2019 by the Board of Directors of the Company in its	As informed to us a notice in this regard had been issued by the NSE dated 13 th July, 2019 which had been duly replied by the company vide its letter dated 17 th July, 2019 and no further notice/communication has been received from NSE thereafter or any other regulatory authorities.



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		meeting held on 29 th May, 2019 and the member's of the Company had approved the aforesaid proposal in the AGM for continuation.	
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- (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 reporting of actions taken against the Listed Entity to comply with the observations made in previous reports does not arise.

UDIN: F002253B000297449

Date: May 29, 2020

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