

KPL/2019-20/BSE  
28.05.2019

<b>Bombay Stock Exchange Ltd.</b> <b>Phiroze Jeejeebhoy Towers</b> <b>25<sup>th</sup> Floor, Dalal Street</b> <b><u>MUMBAI - 400 001</u></b>	<b>National Stock Exchange of India Ltd.</b> <b>Exchange Plaza, 5<sup>th</sup> floor, Plot No. C/1, G Block,</b> <b>Bandra Kurla Complex</b> <b>Bandra (E)</b> <b><u>MUMBAI – 400 051</u></b>
<b>Scrip Code : 530299</b>	<b>Symbol : KOTHARIPRO</b>

**Secretarial Compliance Report of Kothari Products Limited**

Dear Sir,

Pursuant to 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, 2019 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**  
**Address: “Pan Parag House”**  
**24/19, The Mall,**  
**Kanpur**



# 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, 2019

To,  
**Kothari Products Limited**  
Pan Parag House, 24/19,  
The Mall, Kanpur-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, 2019 (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");

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



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

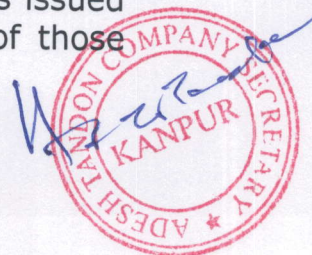
**Adesh Tandon**  
FCS, LLB, B.Com, AAIMA

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- Date.....
- (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;

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.
- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.



**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**  
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(c) 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. Date: .....

**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

Date: May 25, 2019

Place: Kanpur