

NOTICE OF THE BOARD MEETING

TO ALL THE DIRECTORS

Dear Sir,

Notice is hereby given that a Meeting of the Board of Directors of the Company, bearing Serial No.3/2025-26 will be held on Wednesday, 13th August, 2025 at 12:00 Noon at its Registered Office of the Company at "Pan Parag House, 24/19 The Mall, Kanpur-208001 to transact the following businesses:

1. To grant leave of absence, as sought, to the Directors not attending the meeting, if any.
2. To confirm and sign the minutes of the last Board Meeting.
3. To take note of the Minutes of the Board Meetings of the Subsidiary Companies held after the last Board Meeting of the Company.
4. To take note of the minutes of the Audit Committee Meeting held after the last Board Meeting.
5. To consider, approve and sign the Un-audited Standalone & Consolidated Financial Results for the quarter ended on 30th June, 2025
6. To take note of the SEBI Compliance Reports for the quarter ended on 30th June, 2025.
7. To take note of M/s.Viren Ventures Private Limited becoming a material Subsidiary of the Company under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
8. To nominate at least one Independent Director of the Company on the Board of M/s. Viren Ventures Private Limited.
9. To consider any other item with the permission of the Chair.

The detailed notes on the aforesaid Agenda items are enclosed herewith for your reference.

You are requested to kindly make it convenient to attend the meeting.

Date: 5th August, 2025
Place: Kanpur

Encls: as above

For Kothari Products Limited



(Raj Kumar Gupta)
CS & Compliance Officer

NOTES ON AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY TO BE HELD ON 13th AUGUST, 2025

1. **ITEM NO.1:** Section 167 of The Companies Act, 2013, stipulates that if a Director absents himself/herself from all the Board Meetings of the Company held in a period of 12 months from the last Board Meeting attended by him/her, either with or without seeking leave of absence of the Board, then he/she shall automatically vacate his/her office of Director in the Company. Hence, you are advised to ensure that if you are not able to attend the Board meeting you must seek leave of absence from the Board and simultaneously also ensure that you attend at least one of the Board Meetings of the Company held in a period of 12 months from the last meeting attended by you. Hence, Item No.1 of the Notice.
2. **ITEM NOS.2, 3 & 4:** As per provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the Company to place before the Board Meeting the minutes of the last Board meetings and minutes of the Committee Meetings held between the last Board meeting and this meeting and minutes of the Board meetings of the subsidiary companies, if any, held after the last Board meeting of the Company. Hence, the Item Nos.2, 3 & 4 of the Notice.
3. **ITEM NO.5:** Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Un-audited Standalone & Consolidated Financial Results for the quarter ended on 30th June, 2025 are required to be placed before the Board of Directors for their approval. These results are also to be informed to the stock exchanges and the same are also required to be published in newspapers. Hence, Item No.5 of the Notice.
4. **ITEM NO.6:** Pursuant to the provisions of SEBI Regulations the SEBI Quarterly/Yearly Compliance Reports are to be placed before the Board of Directors for its information and noting. Hence, Item No.6 of the Notice.
5. **ITEM NO.7:** As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if the turnover or net worth of a Subsidiary Company exceeds 10% or more of the Consolidated Turnover or Net worth of the listed holding Company then that subsidiary Company becomes a material subsidiary of that holding Company. Since M/s. Viren Ventures Pvt. Ltd. fulfills the aforesaid criteria based on its financials for the F.Y. 2024-25, hence it has now become a material subsidiary of the Company. Hence, Item No.7 of the Notice.
6. **ITEM NO.8:** Since SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stipulates that at least one Independent Director of the holding Company should be on the Board of its material subsidiary Company. Hence it is necessary to nominate at least one Independent Director of the Company on the board of M/s. Viren Ventures Pvt. Ltd., a material Subsidiary of the Company. Hence, Item No.8 of the Notice.
7. **ITEM NO.9:** In this item if any Director wants to propose any item before the Board other than those mentioned above for consideration then the same can be proposed with the permission of the Chair. Hence, Item No.9 of the Notice.

For Kothari Products Limited



(Raj Kumar Gupta)
CS & Compliance Officer

Date: 5th August, 2025
Place: Kanpur