

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.3/2024-25 will be held on Tuesday, 13th August, 2024 at 12:00 Noon at its Corporate Office at C/62, Vibgyor Tower, Bandra Kurla Complex, Bandra East Mumbai-400052 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 & Stakeholders 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, 2024
6. To re-appoint Sri Deepak Kothari as the Chairman & Managing Director of the Company for a period of 3 years, subject to the approval of the members in the ensuing Annual General Meeting of the Company.
7. To re-appoint Sri Mitesh Kothari as an Executive Director of the Company for a period of 3 years, subject to the approval of the members in the ensuing Annual General Meeting of the Company.
8. To appoint Sri Pradeep Kumar & Sri Jayant Chaturvedi as Independent Directors of the Company subject to the approval of the members in the ensuing Annual General Meeting of the Company in place of Dr. Avinash Gupta, Sri Pramod Kumar Tandon & Sri Vikas Chaturvedi as their tenure as Independent Directors are going to end in the ensuing Annual General Meeting.
9. To approve the draft of the Directors' Report and authorize Directors for its signing.
10. To fix date, time and place for the 40th Annual General Meeting and to approve and sign notice thereof.
11. To take note of the SEBI Compliance Reports for the quarter ended on 30th June, 2024
12. 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.

For Kothari Products Limited



(Raj Kumar Gupta)
CS & Compliance Officer

Date: 05th August, 2024

Place: Kanpur

Encls: as above

**NOTES ON AGENDA OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY TO BE HELD ON
13th AUGUST, 2024**

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 meeting 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, 2024 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 & 7:** Sri Deepak Kothari & Sri Mitesh Kothari were appointed as Chairman & Managing Director & Executive Director of the Company w.e.f. 12th October, 2021 & 01st October, 2021 respectively for a period of 3 years. Hence their tenures are ending on 11th October, 2024 & 30th September, 2024 respectively. Accordingly they need to be reappointed as per the Companies Act, 2013. Hence, Item No.6 & 7 of the Notice.
5. **ITEM NO.8:** Pursuant to Section 149 of the Companies Act, 2013 to appoint Sri Pradeep Kumar & Sri Jayant Chaturvedi as Independent Directors of the Company subject to the approval of the members in the ensuing Annual General Meeting of the Company in place of Dr.Avinash Gupta, Sri Pramod Kumar Tandon & Sri Vikas Chaturvedi as their two tenures of 5 years each as Independent Directors are going to end in the ensuing Annual General Meeting and they cannot be reappointed as per the Companies Act, 2013. Hence, Item No.8 of the Notice.
6. **ITEM NO.9:** Pursuant to the provisions of Section 134 of the Companies Act, 2013 the Draft of the Directors' Report on the Annual Accounts of the Company for the year ended 31st March, 2024 is to be approved by its Board of Directors. Hence, Item No.9 of the Notice.
7. **ITEM NO.10:** Pursuant to Section 96 of The Companies Act, 2013, the Date, Time & Venue of the 40th Annual General Meeting of the Company has to be fixed and the draft Annual General Meeting Notice has to be approved by the Board. Hence, Item No.10 of the Notice.
8. **ITEM NO.11:** 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.11 of the Notice.
9. **ITEM NO.12:** 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.12 of the Notice.

For Kothari Products Limited


(Raj Kumar Gupta)
CS & Compliance Officer

Date: 5th August, 2024
Place: Kanpur