

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. 2/2025-26 will be held on Wednesday, 28th May, 2025 at 12:00 Noon at the Corporate Office of the Company at C/62, Vibgyor Tower, Bandra Kurla Complex, Bandra East, Mumbai-400051 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 fix the remuneration of the Auditors for the financial year 2024-25.
5. To consider recommendation of Dividend, if any, for the financial year ended 31st March, 2025.
6. To consider, approve and sign the Audited Standalone & Consolidated Financial Results for the quarter and year ended on 31.03.2025 and Annual Accounts for the aforesaid financial year.
7. To take note of the Auditor's Report.
8. To take note of the Secretarial Auditor's Report.
9. To approve the draft of the Director's Report and authorize its signing.
10. To fix the dates of Book Closure for the Dividend, if recommended.
11. To fix date, time and place for the 41st Annual General Meeting and to approve and sign notice thereof.
12. To take note of the Report of the Company Secretary regarding compliances of laws applicable to the Company.
13. To appoint Secretarial Auditor for a period of 5 years from the Financial Year 2025-2026 to 2029-2030.
14. To re-appoint M/s. G.M. Kapadia & Co., Mumbai Chartered Accountants as the Statutory Auditors of the Company for 5 years as their tenure of 5 years is going to complete in the ensuing Annual General Meeting of the Company.
15. 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: 15th May, 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 28th MAY, 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:** 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 Board meetings of the subsidiary companies, if any, held after the last Board meeting of the Company. Hence, the Item Nos.2 & 3 of the Notice.
3. **ITEM NO.4:** Pursuant to the provisions of the Companies Act, 2013, the Auditors Remuneration for the year ended 31st March, 2025 has to be fixed by the Board of Directors in the ensuing Board Meeting subject to the recommendation made by the Audit Committee in its meeting which will held on 28th May, 2025 at 10:00 A.M. Hence, Item No.4 of the Notice.
4. **ITEM NO.5:** Pursuant to the provisions of Section 123 of The Companies Act, 2013, to consider the recommendation of dividend, if any, for the Financial year 2024-25 subject to approval of the members in the ensuing Annual General Meeting of the Company. Hence, Item No.5 of the Notice.
5. **ITEM NO.6:** Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audited Financial Results for the quarter and year ended on 31st March, 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. Further, pursuant to the provisions of Section 134 of the Companies Act, 2013 the Annual Accounts of the Company for the year ended 31st March, 2025 are also required to be approved by its Board of Directors. Hence, Item No.6 of the Notice.
6. **ITEM NO.7:** The Audit Report for the year ended 31st March, 2025 is required to be placed before the Board to take note of the same. Hence Item No.7 of the Notice.
7. **ITEM NO.8:** Pursuant to the provisions of Section 204 of The Companies Act, 2013, the Secretarial Audit Report by M/s.Adesh Tandon & Associates, Practising Company Secretary for the year ended on 31st March, 2025 is to be placed before the Board of Directors for its information and noting. Hence Item No.8 of the Notice.
8. **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, 2025 is to be approved by its Board of Directors. Hence, Item No.9 of the Notice.
9. **ITEM NO.10:** Pursuant to Section 91 of The Companies Act, 2013, the Board of Directors of the Company has to fix the Book Closure for the ensuing Annual General Meeting and Dividend, if recommended, by it in the aforesaid meeting. Hence, Item No.10 of the Notice.
10. **ITEM NO.11:** Pursuant to Section 96 of The Companies Act, 2013, the Date, Time & Venue of the 41st 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.11 of the Notice.
11. **ITEM NO. 12:** Pursuant to the provisions of Section 205 of the Companies Act, 2013 the Company Secretary needs to report to the Board about compliance with the provisions of Companies Act, 2013 and the rules made thereunder, SEBI Laws and other laws applicable to the Company. Hence, the Item No.12 of the Notice.



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12. **ITEM NO.13:** Pursuant to 204 of the Companies Act, 2013 the Secretarial Auditor is to be appointed for a period of 5 years from the financial Year 2025-26 till 2029-30. Hence Item No.13 of the Notice.
13. **ITEM NO.14:** Pursuant to Section 139 of the Companies Act, 2013 the tenure of 5 years of M/s. G.M. Kapadia & Co., Mumbai Statutory Auditors of the Company is going to complete in the ensuing Annual General Meeting and they are eligible for re-appointment for further 5 years. Hence Item No.14 of the Notice.
14. **ITEM NO.15:** 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.15 of the Notice.

For **KOTHARI PRODUCTS LTD.**



(RAJ KUMAR GUPTA)
CS & COMPLIANCE OFFICER

DATE: 15th May, 2025

PLACE: Kanpur