KANARA CONSUMER PRODUCTS LIMITED

CIN: U68100KA1962PLC001443
Regd. Office: N-301, III Floor, North Block, Front Wing, Manipal Centre, 47 Dickenson Road, Bangalore - 560042 Email id: secretary@manipal.com Tel No.: 63606 92392

NOTICE OF THE 64th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 64th Annual General Meeting of the Members of M/s. Kanara Consumer Products Limited will be held on Tuesday, 22nd September 2026, at 11.30 A.M (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India, to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt (a) the audited Financial Statements of the Company for the year ended 31st March 2026 and the Reports of the Board of Directors and Auditors thereon; (b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon and in this regard,**

   To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

   (a) **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon as circulated to the members, be and are hereby considered and adopted."

   (b) **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon as circulated to the members, be and are hereby considered and adopted."

2. **To declare a dividend on Equity Shares for the financial year ended March 31, 2026 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT a dividend at the rate of Rs. 2.50/- per Equity Share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company**."**

3. **To appoint Mrs. Deepa Pai (DIN: 02825199), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment and, in this regard,**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs, Deepa Pai (DIN: 02825199), who retires by rotation at this meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to be retire by rotation."

SPECIAL BUSINESS

4. **Regularization of Additional Director, Mr.Ganesh B Shenoy (DIN: 03489136) as Non-Executive and Non-Independent Director of the Company.**

   To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, Mr. Ganesh B Shenoy (DIN: 03489136), who was appointed by the Board of Directors as an Additional Director with effect from May 25, 2026 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director (Non-Executive and Non-Independent), be and is hereby appointed as a Director of the Company, who is liable to retire by rotation."

5. **Regularization of Additional Director, Mr.Tonse Sudhakar Pai (DIN: 00043298).**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Articles of Association of the Company, Mr. Tonse Sudhakar Pai (DIN: 00043298), who was appointed by the Board of Directors as an Additional Director with effect from May 25, 2026 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company, who is liable to retire by rotation"

6. **To appoint and fix the remuneration of Mr.T Sudhakar Pai (DIN : 00043298) as a Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special** Resolution:

"**RESOLVED THAT** pursuant to the provision of section 197,198 and 203 read with Schedule V and other applicable provision, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment(s) thereof, for the time being in force),based on the recommendation of the Nomination and Remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded for the appointment of Sri T Sudhakar Pai (DIN: 00043298), aged 73 years, as Managing Director of the Company, as set out in the explanatory statement, for a period of 5 (five) years with effect from 25th May 2026.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to alter, vary, revise or modify the terms and conditions of the appointment and/or remuneration of Mr.Sudhakar Tonse Pai, within the limits prescribed under the Companies Act, 2013 and the rules made thereunder and subject to such approvals, if any, as may be required.

"**RESOLVED FURTHER THAT** the remuneration payable to Mr. T. Sudhakar Pai, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

"**RESOLVED FURTHER THAT** any of the Director or Chief Financial Officer of the Company be and is hereby severally authorized to sign such papers and file necessary forms with concern Registered of Companies and such other authorities as may be required and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to aforesaid resolution."

7. **To appoint Mr.K Venugopal Shetty (DIN: 00632775) as an Independent Director (Non-Executive) of the Company to hold office for a second consecutive term of five years and to pass with or without modification(s) the following resolution as a Special Resolution**

To consider and if thought fit to pass the following resolution, with or without modification/s as a **Special** Resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder, read with Schedule IV of the Act or re-enactment of the Act thereof, for the time being in force, read with the Articles of Association of the Company Mr. Kuthethoor Venugopal Shetty (DIN: 00632775) who was appointed as an Independent Director by the shareholders at the Annual General Meeting held on 29th November 2021 and whose tenure of 5 years expires, who meets the criteria for independent Director as provided and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five years until the conclusion of the Annual General Meeting for they financial year ending on 31st March 2031.

"**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution.

8. **To approve the appointment of Mr. Santhosh Kamath (DIN: 03268717) as an Independent Director (Non-Executive) of the Company to hold office for a second consecutive term of five years up to and to pass with or without modification(s) the following resolution as a Special Resolution**

To consider and if thought fit to pass the following resolution, with or without modification/s as a **Special** Resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder, read with Schedule IV of the Act or re-enactment of the Act thereof, for the time being in force, read with the Articles of Association of the Company Mr. Santhosh Kamath (DIN: 03268717) who was appointed as an Independent Director by the shareholders at the Annual General Meeting held on 29th November 2021 and whose tenure of 5 years expires , who meets the criteria for independence as provided and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five years until the conclusion of the Annual General Meeting for they financial year ending on 31st March 2031.

"**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution.

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

Date: 31.07.2026
Place: Bangalore

sd/-
(SUDHAKAR TONSE PAI)
Director (DIN 00043298)

Regd Office : N-301, 3rd floor North Block, Manipal Centre
47 Dickenson Road, Bangalore 560042 CIN: U68100KA1962PLC001443

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

4. **Regularization of Additional Director, Mr.Ganesh B Shenoy (DIN: 03489136) as Non-Executive and Non-Independent Director of the Company**.

   Mr. Ganesh B Shenoy was appointed as an Additional Director of the Company at the Board Meeting held on 25th May 2026.

   In terms of Section 161(1) of the Companies Act, 2013. Pursuant to the provision of Section 161 of the Companies Act, 2013, Mr.Ganesh B Shenoy, holds office up to the date of the Annual General Meeting of the Company.

   The Board of Directors, on the recommendation of the Nomination and Remuneration Committee is of the view that the appointment of Mr.Ganesh B Shenoy on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

   Except Mr. Ganesh B Shenoy none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution. The board recommends the said resolution to be passed as an ordinary resolution.

5. **Regularization of Additional Director, Mr.Tonse Sudhakar Pai (DIN: 00043298) as Director of the Company**.

   Mr.Tonse Sudhakar Pai (DIN 00043298) was appointed as an Additional Director of the Company at the Board Meeting held on 25th May 2026.

   In terms of Section 161(1) of the Companies Act, 2013. Pursuant to the provision of Section 161 of the Companies Act, 2013, Mr.Tonse Sudhakar Pai, holds office up to the date of the Annual General Meeting of the Company.

   The Board of Directors, on the recommendation of the Nomination and Remuneration Committee is of the view that the appointment of Mr.Tonse Sudhakar Pai on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

   Apart from Mr.Tonse Sudhakar Pai, Mrs.Jaya S Pai, Mrs.Jyothi Ashish Pradhan and Mrs.Deepa Pai are concerned or interested in the above referred resolution. The board recommends the said resolution to be passed as an ordinary resolution.

6. **To appoint and fix the remuneration of Mr.T Sudhakar Pai (DIN : 00043298) as a Managing Director of the Company**

   The Board of Directors of your Company has, at its meeting held on 25th May 2026 appointed Mr. Tonse Sudhakar Pai (DIN: 00043298), aged 73 years as Managing Director of the Company for a period of 5 (Five) Years from 25th May 2026 to 24th May 2031 on terms and conditions including remuneration as mentioned herein.

The Nomination and Remuneration Committee along with the Board considers the appointment of Mr. Tonse Sudhakar Pai, as Managing Director would be beneficial to the interests of the Company, considering the long experience and the service being rendered by him and commends the Special Resolution of the Notice for approval by the Members.

The details of the remuneration is as tabled below:

Salary and Commission

Particulars	**Amount In Rs.**
Basic Salary (Per month)	40,000
HRA % HRA (per month)	50% 20,000
Food Allowance (per month)	5,200
Reimbursement (Driver salary, car, Maintenance, Petrol) (per month)	27,500
PF	4,000
Commission (%) (per year)	3% of net profit

Other Terms and Conditions:

The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any Committee thereof.

Total Remuneration of Mr. Tonse Sudhakar Pai in any financial year shall not exceed 5% of the net profit of the Company during that year except with the approval of Central government and shareholders.

In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Tonse Sudhakar Pai such remuneration & perquisites not exceeding the celling laid down in Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

He shall not be liable to retire by rotation.

Mr. T Sudhakar Pai was appointed as Managing Director of the Company on 25th May 2026. As Managing Director, he exercises substantial powers of management over the Company, subject to the superintendence, control and directions by the Board of Directors. The Board of Directors of your Company has considered his services satisfactory and essential for successful operation of the Company and its future growth.

The remuneration package is well within the overall limit prescribed under Section 197 read with Schedule V to the Companies act, 2013 which permits our Company to provide for a salary not exceeding 5% of the net profits in any year to its one Managing Director. The Board of Directors will also be at the liberty to alter, very and revise the remuneration including commission and perquisite, from time to time within in the limit prescribed under Companies Act, 2013.

In terms of the provision of Companies Act, 2013, consent of the shareholders is required for appointment of Mr. Tonse Sudhakar Pai as the Managing director of the Company, hence your Board recommend the resolution for approval of the members as a **Special resolution**.

Mrs. Jaya Sudhakar Pai, Mrs. Jyothi Ashish Pradhan, Mrs Deepa Pai and Mr. Ashish Vilas Pradhan are interested in the Special Resolution.

No other Director / Key Managerial Personnel/ their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as a member of the Company

7. Appointment of Mr.Kuthethoor Venugopal Shetty (DIN 00632775) as an Independent Director for a second consecutive term of five years.

The Members are informed that Mr.Kuthethoor Venugopal Shetty (DIN: 00632775) was appointed as an Independent Director of the Company for a term of five consecutive years at the Annual General Meeting held on 29th November 2021 and is not liable to retire by rotation.

Based on the recommendation of the Nomination and Remuneration Committee, and after evaluation of the performance of Mr.Kuthethoor Venugopal Shetty, the Board of Directors at its meeting held on 25th May 2026 has approved, subject to the approval of the Members, the re-appointment of Mr.Kuthethoor Venugopal Shetty (DIN 00632775) as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a second consecutive term of five consecutive years commencing from June 22, 2026 to June 21, 2031, in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013

The Company has received from Mr.Kuthethoor Venugopal Shetty:

- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013;
- confirmation that he/she is not disqualified from being appointed as a director under Section 164 of the Act;
- a declaration that he has registered his name in the Independent Directors' Databank.

In the opinion of the Board, Mr.Kuthethoor Venugopal Shetty (DIN 00632775) fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the management. The Board is of the view that, considering his knowledge, experience, and contribution to the Board and its Committees, his continued association would be beneficial to the Company.

Mr.Kuthethoor Venugopal Shetty (DIN 00632775) shall be entitled to such sitting fees, reimbursement of expenses, and commission, if any, as may be approved by the Board and the Members, in accordance with the provisions of the Act.

A copy of the draft letter of appointment setting out the terms and conditions of re-appointment is available for inspection by the Members at the Registered Office of the Company during business hours.

Except Mr.Kuthethoor Venugopal Shetty (DIN 00632775), none of the Directors, Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the Special Resolution as set out in the Notice for approval of the Members.

8. **Appointment of Mr.Santhosh Kamath (DIN : 03268717) as an Independent Director for a second consecutive term of five years**.

The Members are informed that Mr.Santhosh Kamath (DIN 03268717) was appointed as an Independent Director of the Company for a term of five consecutive years at the Annual General Meeting held on 29th November 2021 and is not liable to retire by rotation.

Based on the recommendation of the Nomination and Remuneration Committee, and after evaluation of the performance of Mr.Santhosh Kamath, (DIN 03268717) the Board of Directors at its meeting held on 25th May 2026 has approved, subject to the approval of the Members, the re-appointment of Mr.Santhosh Kamath (DIN 03268717) as an Independent Director of the Company for a second term of five consecutive years commencing from June 22, 2026 to June 21, 2031, in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013

The Company has received from Mr.Santhosh Kamath:

- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ;
- confirmation that he is not disqualified from being appointed as a director under Section 164 of the Act;
- a declaration that he has registered his name in the Independent Directors'Databank.

In the opinion of the Board, Mr. Santhosh Kamath (DIN 03268717) fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the management. The Board is of the view that, considering his knowledge, experience, and contribution to the Board and its Committees, his continued association would be beneficial to the Company.

Mr. Santhosh Kamath (DIN 03268717) shall be entitled to such sitting fees, reimbursement of expenses, and commission, if any, as may be approved by the Board and the Members, in accordance with the provisions of the Act.

A copy of the draft letter of appointment setting out the terms and conditions of re-appointment is available for inspection by the Members at the Registered Office of the Company during business hours.

Except Mr. Santhosh Kamath, (DIN 03268717) none of the Directors, Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the Special Resolution as set out in the Notice for approval of the Members.

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos.03/2025 dated 22/09/2025, 09/2024 dated 19/09/2024, 09/2023 dated September 25, 2023, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 ('the Act'), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Pursuant to the said Circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to appoint their authorized representative to participate in the AGM are requested to send a certified true copy of their Board resolution to the Company at secretary@manipal.com

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. In compliance with the said MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the website of its subsidiary Company at www.kacpl.com. For members who have not registered their email address, kindly register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at secretary@manipal.com or at the link http:/www.purvashare.com/email-and-phone-updation, as copies of this notice as well as the other documents will not be sent to them in physical mode and will be sent only through email, in compliance with MCA Circulars.

7. For receiving all communication (including Annual Report) from the Company electronically members are requested to write to secretary@manipal.com

8. In terms of Section 152 of the Act, Mrs. Deepa Pai (DIN: 02825199) retire by rotation at the Meeting and being eligible, offers herself for reappointment.

Mr.Sudhakar Pai, Mrs. Jaya S Pai, Mrs. Jyothi Ashish Pradhan, and Mr. Ashish Vilas Pradhan are interested in the Ordinary Resolutions set out at Item No. 2 of the Notice with regard to the re-appointment.

9. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.

10. The Company's Registrars & Transfer Agents for its share registry is Purva Sharegistry (India) Private Limited ("RTA") having its office at Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg, Lower Parel (E) Mumbai 400 011

11. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode if any are requested to advise any change in their address or bank mandates to the Company / RTA.

12. Adhering to the various requirements as set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company would transfer to the IEPF Authority, when required, unclaimed dividend and/or shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more within the time frame as stipulated in IEPF Rules 2016. Details of unclaimed dividend or shares, if any, so far would be made available on the website of its subsidiary Company at www.kacpl.com.

    The Members who are yet to encash the earlier dividend(s) or dividend(s) warrants, if any, are advised to send requests to the Company at secretary@manipal.com in case they have not received/ not encashed the Dividend or dividend Warrants for earlier financial years.

13. Pursuant to good corporate governance practices followed by the Company and in terms of SS-2, the particulars of Director seeking appointment / reappointment at the meeting are annexed hereto.

14. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 16th September 2026 to Tuesday, 22nd September 2026 (both days inclusive) for the purpose of Annual General Meeting.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice are open for inspection by the members at the corporate office of the Company on all working days during business hours up to the date of the meeting. Aforesaid documents will also be available for inspection by the members electronically at the meeting. Members seeking to inspect such documents can send an email to secretary@manipal.com.

16. **Voting through electronic means**

    Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means ("e-voting"). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 19th September 2026 at 9:00 a.m. and ends on Monday 21st September 2026 at 5 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.  5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

__Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.
2) Click on "Shareholder/Member" module.
3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physica Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(x) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretary@manipal.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

Date: 31.07.2026
Place: Bangalore

Sd/-

(Sudhakar Tonse Pai)
Director (DIN 00043298)

Regd. Office
N 301, 3rd Floor, North Block, Manipal Centre
47 Dickenson Road, Bangalore 560042
CIN: U68100KA1962PLC001443

ANNEXURE TO THE NOTICE

(Details of Directors seeking appointment / reappointment at the 64th Annual General Meeting in pursuance of provisions of the Companies Act, 2013)

Name of Director	Mrs. Deepa Sudhakar Pai	
DIN	02825199	
Date of Birth & Age	12/11/1985 – 40 yrs.	
Date of First appointment on the Board	29/09/2016	
Qualifications	B.E. (Biotechnology) MS (Bioengineering)	
Experience	6 years at Clinical Research Organisation	
Terms and Conditions of Appointment / Reappointment	reappointed as Non-Executive Director, liable to retire by rotation	
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	No remuneration	
Shareholding in the Company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Daughter of Sri T Sudhakar Pai and Mrs.Jaya S Pai and sister of Mrs.of Jyothi Ashish Pradhan. Sister in law of Mr. Ashish Vilas Pradhan	
Number of Meetings of the Board held & attended during the FY 26	No of meetings held	No of meetings attended
	12 (Twelve)	3(Three)
Other Directorships	Manipal Metropolis Builders Private Limited Jayamahal Trade and Investments Private Limited	
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	None	

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

Date: 31.07.2026
Place: Bangalore

Sd/-

(Sudhakar Tonse Pai)
Director DIN 00043298

Regd. Office
N 301, 3rd Floor, North Block, Manipal Centre
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CIN: U68100KA1962PLC001443

ANNEXURE TO THE NOTICE

(Details of Directors seeking appointment / reappointment at the 64th Annual General Meeting in pursuance of provisions of the Companies Act, 2013)

Name of Director	Mr.Ganesh B Shenoy
DIN	03489136
Date of Birth & Age	01.12.1962 – 63 years
Date of First appointment on the Board	25th May 2026
Qualifications	B.Com, ACA and Grad-CWA
Experience	39 years of post qualification professional experience in the FMCG Sector (A few years in consulting)
Terms and Conditions of Appointment / Reappointment	Appointed as Additional Director in the Board Meeting held on 25th May 2026.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Sitting Fees
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board held & attended during the FY 26	No of meetings held: 0 No of meetings attended: 0
Other Directorships	Ganesh Consumer Products Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2026	• Chairman, Audit Committee • Chairman, Risk Committee • Member, Nomination & Remuneration Committee • Member, Corporate Social Responsibility Committee (All committees at Ganesh Consumer Products Ltd)

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

Date: 31.07.2026
Place: Bangalore

Sd/-

(Sudhakar Tonse Pai)
Director DIN 00043298

Regd. Office
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47 Dickenson Road, Bangalore 560042
CIN: U68100KA1962PLC001443

<u>**ANNEXURE TO THE NOTICE**</u>

(Details of Directors seeking appointment / reappointment at the 64th Annual General Meeting in pursuance of provisions of the Companies Act, 2013)

Name of Director	**Mr.Tonse Sudhakar Pai**
DIN	00043298
Date of Birth & Age	26.04.1953 – 73 years
Date of First appointment on the Board	25th May 2026
Qualifications	B.E.
Experience	40+ years
Terms and Conditions of Appointment / Reappointment	Appointed as Additional Director and Managing Director in the Board Meeting held on 25th May 2026.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Nil
Shareholding in the Company	208404 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Husband of Mrs.Jaya S Pai, Father of Mrs.Jyothi Ashish Pradhan and Ms.Deepa Pai, Father-in-Law of of Mr.Ashish Vilas Pradhan
Number of Meetings of the Board held & attended during the FY 26	No of meetings held during his tenure: 8 No of meetings attended: 7
Other Directorships	Jai Bharath Mills Private Limited Manipal Rajmahal Hotels Limited Manipal Home Finance Limited Jayamahal Trade and Investments Private Limited Jitendra Harjivandas Securities Private Limited WGW Agreen Private Limited Kanara Consulting and Service Management Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2026	**Nil**

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

Date: 31.07.2026
Place: Bangalore

Sd/-

(Sudhakar Tonse Pai)
Director DIN 00043298

Regd. Office
N 301, 3rd Floor, North Block, Manipal Centre
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CIN: U68100KA1962PLC001443

ANNEXURE TO THE NOTICE

(Details of Directors seeking appointment / reappointment at the 64th Annual General Meeting in pursuance of provisions of the Companies Act, 2013)

Name of Director	Mr.Venugopal Shetty
DIN	00632775
Date of Birth & Age	07.04.1954 – 62 years
Date of First appointment on the Board	29.11.2021
Qualifications	B.Sc.in Botany, Chemistry and Zoology from University of Mysore
Experience	Professional Expertise in Consulting, Finance, General Management, Insurance, Investment, Banking, Marketing Management.
Terms and Conditions of Appointment / Reappointment	Re-appointed as Independent Director for a second consecutive term of 5 years
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Sitting Fees
Shareholding in the Company	533 shares.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board held & attended during the FY 26	No of meetings held: 12 (Twelve) No of meetings attended: 12 (Twelve)
Other Directorships	The Karnataka Theatres Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2026	**Kanara Consumer Products** 1.Audit Committee 2.Corporate Social Responsibility Committee 3.Nomination and Remuneration Committee 4.Shareholders Grievance Committee

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

Date: 31.07.2026
Place: Bangalore

Sd/-

(Sudhakar Tonse Pai)
Director DIN 00043298

Regd. Office
N 301, 3rd Floor, North Block, Manipal Centre
47 Dickenson Road, Bangalore 560042
CIN: U68100KA1962PLC001443

<u>**ANNEXURE TO THE NOTICE**</u>

(Details of Directors seeking appointment / reappointment at the 64th Annual General Meeting in pursuance of provisions of the Companies Act, 2013)

Name of Director	**Mr.Santhosh Kamath**
DIN	03268717
Date of Birth & Age	26.09.1955, 62 years
Date of First appointment on the Board	29.11.2021
Qualifications	M.Com, CAIIB
Experience	Worked in Syndicate Bank for 39 years. Headed Large Advances Branch of the bank, Corporate Credit Wing and Personnel HR & IR wing at Mumbai, Udupi and Bangalore and superannuated as General Manager in 2015
Terms and Conditions of Appointment / Reappointment	Re-appointed as Independent Director for a second consecutive term of 5 years
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Sitting Fees
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board held & attended during the FY 26	No of meetings held: 12 (Twelve) No of meetings attended: 9 (Nine)
Other Directorships	None
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	**Kanara Consumer Products** 1.Audit Committee 2.Corporate Social Responsibility Committee 3.Nomination and Remuneration Committee 4.Shareholders Grievance Committee

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

Date: 31.07.2026
Place: Bangalore

Sd/-

(Sudhakar Tonse Pai)
Director DIN 00043298

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