

# **KANARA CONSUMER PRODUCTS LIMITED**

**(“Formerly Known as KURLON 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](mailto:secretary@manipal.com) Tel No.: 63606 92392

## **NOTICE OF THE 63<sup>rd</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 63<sup>rd</sup> Annual General Meeting of the Members of M/s. Kanara Consumer Products Limited (Formerly Known as “Kurlon Limited”) will be held on Monday, 23<sup>rd</sup> June 2025, 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 31<sup>st</sup> March 2025 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, 2025 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, 2025 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, 2025 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, 2025 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, 2025 and the same be paid out of the profits of the Company.”

3. To appoint Mrs.Jaya S Pai (DIN: 00030515), 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,Jaya S Pai (DIN: 00030515), 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. Approval for consolidation of face value of the equity shares of the Company**

To consider and if thought fit, to pass the following resolution without or without modifications, as a **Special Resolution**

**“RESOLVED THAT**, in supersession of the resolution passed by the members at the 62<sup>nd</sup> Annual General Meeting held on Monday, the 30<sup>th</sup> day of September 2024, pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modifications(s), amendment or re-enactment thereof for the time being in force, and pursuant to Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary or required from the Hon’ble Company Law Tribunal, Bengaluru Bench and other authorities, if any and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’), consent of the members be and is hereby accorded to consolidate the

- a. Authorised share capital of the company of INR.35,00,00,000 (Indian Rupees Thirty five crores only) divided into 3,50,00,000 (Three crore fifty lakhs) equity shares having face value of INR 10 (Indian Rupees Ten only) to 1750 (One thousand seven hundred and fifty) equity shares having face value of INR 2,00,000 each (Indian Rupees Two lakhs only)
- b. Issued, Subscribed and Paid up equity share capital of the Company of 1,48,78,750 (One crore forty eight lakhs seventy eight thousand seven hundred and fifty) fully paid equity shares having face value of INR10/- (Indian Rupees Ten only) each aggregating to INR 14,87,87,500 to (Indian Rupees Fourteen crores eighty seven lakhs eighty seven thousand five hundred only) to 743.94 (Seven hundred and forty three point ninety four) fully paid equity shares having face value of INR 2,00,000/- (Indian Rupees Two lakhs only) each

with effect from the ‘Record Date’ to be determined by the Board for this purpose.

**“RESOLVED FURTHER THAT** on consolidation the equity shares shall rank pari passu in all respects and carry the same rights as the existing fully paid up equity shares of the Company and shall be entitled to dividend if declared after the consolidation of equity shares.

**“RESOLVED FURTHER THAT** upon consolidation of equity shares of the Company as aforesaid, the existing share certificate in relation to the existing equity shares of face value of INR 10 (Indian Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record date and that no letter of allotment shall be issued to the allottees of the new equity shares of face value of INR 2,00,000/- (Indian Rupees Two lakhs only only) each on consolidation and the Company may without requiring the surrender of existing share certificates, directly issue and dispatch the new share certificates of the Company, in lieu of such existing share certificates within the period

prescribed or that may be prescribed in this behalf from time to time. In the case of shares held in dematerialized form, the number of consolidated equity shares shall be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing equity shares before consolidation.

**“RESOLVED FURTHER THAT** no shareholder shall be entitled to a fraction of a share and that the fractional shares caused by consolidation of capital shall be aggregated into whole shares and the number of shares so arising shall be transferred without requiring any further action to a Trust to be formed/appointed by the Board of Directors of the Company.

**“RESOLVED FURTHER THAT** this Trust shall sell consolidated shares held on behalf of the shareholders at a price of INR 860 (Indian Rupees Eight hundred and sixty only) per share. This value of INR 860 (Indian Rupees Eight hundred and sixty only) per equity share/fraction thereof is determined on the basis of report submitted by M/s.Nangia & Co., LLP Chartered Accountants (Registration No. 002391C/N500069). The decision of the Trust as to the timing and method of sale shall be final and binding on all concerned. The trust shall hold the net sale proceeds of all such shares after defraying them from all costs, charges and expenses of such sale and shall thereafter distribute each sale proceeds the members of the Company in proportion to their fractional entitlements.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to file necessary application/documents, petition to the Hon’ble National Company Law Tribunal, Bengaluru Bench and to appoint Practicing Company Secretaries, Advocates and such other professionals or firm of professionals to represent the Company and the Board of Directors before the aforementioned Bench and to given effect to the said consolidation of shares.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to fix a ‘Record Date’ pursuant to the approval of petition by the Hon’ble National Company Law Tribunal, Bengaluru Bench and to communicate the same to the shareholders and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and file necessary applications/documents, petitions to the Hon’ble National Company Law Tribunal, Bengaluru Bench, and other authorities, if any on behalf of the Company and generally to do all such acts deeds, matters and things and to give from time to time such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

**5. Approval to alter the Clause V of the Memorandum of Association after consolidation of the Authorised, Issued, Subscribed and Paidup Capital of the Company having face value of Rs.10 per share to Rs.2,00,000/- per share**

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

**“RESOLVED THAT** subject to the approval of the members for consolidation of face value of equity shares as proposed under Item No.4 above and pursuant to the provisions of Section 4, 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being force, and the Articles of Association of the Company and subject to consents, approvals, permissions and sanctions, required from the Hon’ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any, consent of the members of the Company be and is hereby accorded to alter the Authorised Share Capital of the Company with effect from the ‘Record Date’ to be determined by the Board for this purpose;

From  
*INR 35,00,00,000/- (Indian Rupees Thirty five crores only) divided into 3,50,00,000 equity shares of INR 10 each (Indian Rupees Ten only)*

To  
*INR 35,00,00,000 (Indian Rupees Thirty five crores only) divided into 1750 equity shares of INR 2,00,000 /- (Indian Rupees Two lakhs only) each*

**“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted by the following Clause No.V with effect from the ‘Record Date’ to be determined by the Board for this purpose:

“V. The Authorised Share Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty five crores only) divided into 1750 equity shares of Rs.2,00,000/- (Rupees Two lakhs only) each.

**“RESOLVED FURTHER THAT** the Board and is hereby authorised to file necessary application/ documents, petitions to the Hon’ble Law Tribunal, Bengaluru Bench and to appoint Practicing Company Secretaries, Advocates and such other professionals or firm of professionals to represent the Company and the Board of Directors before the aforementioned Bench and to give effect to the above resolution.

**“RESOLVED FURTHER THAT** the Board be and is hereby hereby authorised to fix the ‘Record Date’ pursuant to the approval of petition by the Hon’ble National Company Law Tribunal, Bengaluru Bench and to communicate the same to the shareholders.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and file necessary application/documents, petitions to the Hon’ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any, on behalf of the Company and to delegate all or any of its powers herein conferred to any one of its Directors or any other officers.

## **6. Approval for making investments, granting loans, providing securities & Guarantees**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to provisions of Section 186 of the Companies Act, 2013, and rules made there under and other applicable provisions, if any, consent of the shareholders is accorded for making investment or grant loan or provide security or provide guarantee not exceeding INR 2000,00,00,000/- (Rupees Two Thousand Crores) such body corporate(s)/trust/ firm etc. in one or more tranches, and on such other terms and conditions as may be mutually agreed between the both parties.

**“RESOLVED FURTHER THAT** the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby authorized severally sign any agreements/ documents, if any, to do all such acts, deeds and things as may be required to give effect to this resolution including filing of necessary eforms, if any, with the Registrar of Companies.”

**7. To appoint and fix remuneration of Mrs.Jyothi Ashish Pradhan (DIN 06733156) as Whole Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and with the recommendations of Nomination and Remuneration Committee and Board, approval of members by way of Special Resolution the appoint of Mrs. Jyothi Ashish Pradhan, as Whole-time Director for a period of 5 years starting from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2030,

The details of the remuneration is as tabled below:

**Salary and Commission**

<b><u>Particulars</u></b>	<b><u>Amount in Rs.</u></b>
Basic Salary (Per month)	20,00,000
HRA %	50%
HRA (per month)	10,00,000
PF	As applicable

**Other Terms and Conditions:**

The terms and conditions of appointment of the Whole- time 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 Whole-time Director for attending meeting of the Board of Directors or any Committee thereof.

Total Remuneration of Mrs.Jyothi Ashish Pradhan, Whole-time Director and Mr.T Sudhakar Pai, Managing Director in any financial year shall not exceed 11% of the net profit of the Company during that year except with the approval of the shareholders.

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

She shall not be liable to retire by rotation.

Mrs.Jyothi Ashish Pradhan was appointed as Executive Directors of the Company by the shareholders approval on December 26, 2023. As Executive Director she 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 her 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 Whole Time Director. The Board of Directors will also be at the liberty to alter, vary 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 CA, 2013, consent of the shareholders is required for appointment of Mrs.Jyothi Ashish Pradhan as the Whole Time Director of the Company. Hence your Board recommend the resolution for approval of the members as a Special resolution.

Mr.Sudhakar T Pai, Mrs. Jaya Sudhakar Pai, Mrs Deepa Pai and Mr. Ashish Vilas Pradhan are interested in the Special Resolutions set out at Item No. 4 of the Notice with regard to their continuation.

No other Director / Key Managerial Personnel/ their relatives are in any way, considered Annual Report 2024-25 concerned or interested, financially or otherwise in this resolution, except as a member of the Company

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

*Date: 23.05.2025*  
*Place: Bangalore*

*sd/-*  
**(T. Sudhakar Pai)**  
**Managing Director (DIN 00043298)**

Regd. Office  
N 301, 3<sup>rd</sup> 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 : Consolidation of share capital of the Company**

The Company had also offered the shareholders an option of buyback of shares to provide an exit route to the minority shareholders to encash their holdings. However, many of the minority shareholders were unable to avail this offer due to various reasons.

The Management decided to increase the face value of the shares so that the minority shareholders could get an opportunity to encash their holdings. The decision of the amount at which the fractional shares would be paid was based on the valuation report for the buyback of shares.

At the Annual General Meeting held on 30<sup>th</sup> September 2024, the resolution for consolidaton of shares by changing the face value of the share from INR 10 (Indian Rupees Ten) to INR 2,00,000/- (Indian Rupees Two lakhs) per share and encashment of the fractional portion of the shares was passed.

However the value determined for encashment of the fractional shares was based on the valuation report prior to buyback. Post buyback the value of the shares has come down and NCLT would require the Company to submit a valuation report on the date of submission of the petition and the order would be passed accordingly.

The proposed consolidation will help encashment of their holdings and Company will benefit significantly by saving in costs, reduction in administrative and procedural work and legal compliances and general efficiency in corporate decision making.

Having large number of shareholders is only resulting in an administrative burden to the Company and also increase in expenditure in compliances.

Hence this proposal has been made to provide an exit path for the shareholders.

The proposal of consolidation is subject to the approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench as it will result in change in the voting percentage of the shareholders as envisaged in Section 61(1)(b) of the Companies Act, 2013.

In view of this approval of the shareholders of the Company is required under Section 61(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, and as per the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions required from the Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any, for consolidation of the Authorised, Issued, Subscribed and Paid up equity share capital of the Company having face value of Rs.10 (Rupees Ten only) each fully paid to Rs.2,00,000/- (Rupees Two lakhs only) with effect from the 'Record Date' to be determined by the Board for this purpose.

The 'Record Date' for this purpose of consolidation of face value of equity shares shall be decided pursuant to the approval of the petition by the Hon'ble Company Law Tribunal, Bengaluru Bench and the same will be communicated to the shareholders

#### Fractional Entitlements

Any fractions arising from consolidation of face value – capital shall be aggregated into whole shares and the number of shares so arising shall be transferred without requiring any further action to a Trust to be formed/appointed for this purpose by the Board of Directors of the Company. The trust shall sell consolidated shares held on behalf of the fractional equity shareholders and distribute the net sale proceeds of all such fractional amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all costs, charges and expenses of such sale.

In case of non-resident shareholders, the payment of consideration in lieu of fractional entitlements would be subject to the provisions of Foreign Exchange Management Act, 1999 and any approvals from the Reserve Bank of India, as may be required.

Mr.Sudhakar T Pai, Mrs.Jaya S Pai, Mrs.Jyothi A Pradhan and Ms.Deepa Pai are the interested persons in this item to the extent of the shares held by them in promoter holding in the Company

#### **5 : To alter Clause V of the Memorandum of Association**

Approval of the shareholders of the Company is required under section 4, 13, 61 of the Companies Act, 2013 and other applicable provisions, if any, and the Articles of Association of the Company, to alter the authorised share capital of the Company with effect from the 'Record Date' and subject to consents, approvals, permissions and sanctions required from the Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any.

From  
*Rs.35,00,00,000/- (Rupees Thirty five crores only) divided into 3,50,00,000 equity shares of Rs.10 each (Rupees Ten only)*  
To  
*Rs.35,00,00,000 (Rupees Thrity five crores only) divided into 1750 equity shares of Rs.2,00,000 /- (Two lakh only) each*

The approval of the shareholders of the Company is also required to alter the existing Clause V of the Memorandum of Association of the Company as follows with effect from the 'Record Date'. The amended clause would read as follows :

*"V. The Authorised Share Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty five crores only) divided into 1750 equity shares of Rs.2,00,000/- (Rupees Two lakhs only) each.*

The 'Record Date' for the purpose of alteration of Capital Clause of the Memorandum of Association of the Company shall be decided pursuant to the approval of petition by the Hon'ble National Company Law Tribunal, Bengaluru Bench and the same shall be communicated to the shareholders.

Mr.Sudhakar T Pai, Mrs.Jaya S Pai, Mrs.Jyothi A Pradhan and Ms.Deepa Pai are the interested persons in this item to the extent of the shares held by them in promoter holding in the Company

**6 : To make investments, give loans, guarantees and security/ies in excess of the limits specified under Section 186 of the Companies Act, 2013.**

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for giving loans, makings investments, giving guarantee/s and security/ies sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The members had approved a limit of INR 1000,00,00,000/- (Rupees One Thousand crores only) for granting loans/making investments or providing guarantee or security/ies via postal ballot on May 1, 2024. The Company has after that expanded it operations and it was thought expedient by the Board that as measure of better and optimal financial strutting and to keep sufficient safeguard, the said limits specified under Section 186 be increased to INR 2000,00,00,000/- (Rupees Two Thousand Crores) with the approval of shareholders. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to provide loans and provide guarantee/security(ies) and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.



**7 To appoint and fix remuneration of Mrs.Jyothi Ashish Pradhan (DIN 06733156) as Whole Time Director of the Company**

Mrs.Jyothi Ashish Pradhan was appointed as Executive Director of the Company by the members at their meeting held on December 26, 2023.

The Board of Directors and the Nomination and Remuneration Committee feel that the services of Mrs.Jyothi Ashish Pradhan have been and need to be continue for the growth of the entity.

Mr.Sudhakar T Pai, Mrs. Jaya Sudhakar Pai, Mrs Deepa Pai and Mr. Ashish Vilas Pradhan are interested in the Special Resolutions set out at Item No. 6 of the Notice with regard to their continuation.

No other Director / Key Managerial Personnel/ their relatives is in any way, considered Annual Report 2024-25 concerned or interested, financially or otherwise in this resolution, except as a member of the Company

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 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](mailto: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 2024-25 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](http://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](mailto: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](mailto:secretary@manipal.com)
8. In terms of Section 152 of the Act, Ms. Jaya S Pai (DIN: 00030515) retire by rotation at the Meeting and being eligible, offers herself for reappointment.

Sri T 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. 3 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 has fixed 16<sup>th</sup> June 2025 as “the Record Date” for determining entitlement of members to dividend for the financial year ended March 31, 2025.

The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / dispatched within the time frame as prescribed in the Companies Act, 2013 read with rules frame thereunder to those members whose names appear on the Company's Register of Members on the Record Date; in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

11. The Company's Registrars & Transfer Agents for its share registry is Purva Shareregistry (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 (Unit: Kanara Consumer Products Limited).
12. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
13. 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.
14. 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](http://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](mailto:secretary@manipal.com) in case they have not received/ not encashed the Dividend or dividend Warrants for earlier financial years.

15. 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.
16. The Register of Members and Share Transfer Books of the Company will remain closed from June 16, 2025 to June 23, 2025 (both days inclusive) for the purpose of Annual General Meeting.
17. 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](mailto:secretary@manipal.com).

#### 18. 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 Monday, June 16, 2025 at 9:00 A.M. and ends on Monday, June 23, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.*

#### **How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of new regulation, 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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</p>

	i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B). Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

#### How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form. EVEN NUMBER IS 131340	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 131340 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system:**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of relevant Board Resolution/ Authority letter etc. with attested specimen signature

of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [deepakksadhu@gmail.com](mailto:deepakksadhu@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, if any, please provide 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 [secretary@manipal.com](mailto:secretary@manipal.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretary@manipal.com](mailto:secretary@manipal.com).
3. Alternatively, Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [secretary@manipal.com](mailto:secretary@manipal.com) for obtaining user id and password for e-voting by providing above mentioned documents.

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

*sd/-*

**(T. Sudhakar Pai)**

**Managing Director (DIN 00043298)**

*Date: 23.05.2025*

*Place: Bangalore*

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



## **ANNEXURE TO THE NOTICE**

*(Details of Directors seeking appointment / reappointment at the 63<sup>rd</sup> Annual General Meeting in pursuance of provisions of the Companies Act, 2013)*

Name of Director	Mrs. Jaya S Pai	
DIN	00030515	
Date of Birth & Age	24/09/1958, 66 years	
Date of First appointment on the Board	11/03/2005	
Qualifications	Graduate	
Experience	Over 34 years of experience in management and business	
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	208404	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of Sri T Sudhakar Pai and Mother of Jyothi Ashish Pradhan and Deepa Pai, Mother in Law of Mr. Ashish Vilas Pradhan	
Number of Meetings of the Board held & attended during the FY 25	No of meetings held	No of meetings attended
	11 (Eleven)	11 (Eleven)
Other Directorships	Kanara Consulting and Service Management Private Limited Manipal Holdings Private Limited Manipal Metropolis Builders Private Limited Jayamahal Trade and Investments Private Limited Jaibharat Mills Private Limited Nav Yuj 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: 23.05.2025*  
*Place: Bangalore*

*sd/-*  
**(T. Sudhakar Pai)**  
**Managing Director**  
**DIN: 00043298**

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



## **ANNEXURE TO THE NOTICE**

*(Details of Directors seeking appointment / reappointment at the 63<sup>rd</sup> Annual General Meeting in pursuance of provisions of the Companies Act, 2013)*

<b>Name of Director</b>	<b>Mrs. Jyothi Ashish Pradhan</b>	
DIN	06733156	
Date of Birth & Age	17/06/1982, 42 years	
Date of First appointment on the Board	05/11/2015	
Qualifications	<b>BE in Electronics and Communication</b> (Manipal Institute of Technology) <b>MS in Engineering management</b> (University of Southern California, USA) <b>MBA in Engineering and Entrepreneurship</b> (Paul Merage School of Business USA)	
Experience	17+ years	
Terms and Conditions of Appointment / Reappointment	reappointed as Non-Executive Director	
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid – INR 3,60,00,000/- (Rupees Three crores sixty lakhs per annum) Remuneration last drawn - INR 75,00,000/- (Indian Rupees Seventy five lakhs per annum) with other perks and benefits	
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, wife of Mr. Ashish Vilas Pradhan and Sister of Mrs. Deepa Pai	
Number of Meetings of the Board held & attended during the FY 25	No of meetings held	No of meetings attended
	11 (Eleven)	11 (Eleven)
Other Directorships	Kurlon Enterprise Limited Manipal Metropolis Builders Private Limited Manipal Software & E-Com Private Limited Manipal Holdings Private Limited Nav Yuj Private Limited	
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Kurlon Enterprise Limited 1.Nomination and Remuneration Committee – Member 2.Corporate Social Responsibility Committee – Member 3.Stakeholders' Relationship Committee - Member	

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

*Date: 23.05.2025*

*Place: Bangalore*

*sd/-*  
**(T. Sudhakar Pai)**  
**Managing Director**  
**DIN: 00043298**

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