

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circulars No. 09/2023 dated 25/09/2023, 11/2022 dated 28/12/2022, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "**MCA Circulars**"), that the enclosed **Special Resolution** is proposed to be passed by way of Postal Ballot only by voting through electronic means ("remote e-voting") for seeking approval of the members of the company

1. To approve the buyback of shares of the Company.
2. To approve increase in threshold of loans/guarantees, provision of securities and making of investments in securities.
3. Enhancement of the borrowing powers of the Board and authorization for creation of security on the properties of the Company.

The Company has approached NSDL for providing e-voting services through its e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

MCA vide its aforesaid mentioned MCA Circulars, had advised the Companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the aforesaid Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is annexed to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Mr. Deepak Sadhu (Membership No. ACS 39541), Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, 2nd April, 2024 and ends on Wednesday, 1st May, 2024 at 5.00 p.m. (IST). During this period Shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Notice of the Postal Ballot of the Company inter alia indicating the process and manner of e-Voting process along with instruction for e-voting can also be downloaded from the website of the Company at www.kacpl.com.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, March 22nd, 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. March 22nd, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or for the Company mail id secretary@manipal.com or by sending a request mail to the Company's Registrar and Share Transfer Agent, Purva Share Registry (India) Private Limited ("RTA") for their mail id support@purvashare.com

The Scrutinizer shall after the conclusion of voting, will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the e-voting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results of the Postal Ballot conducted through remote e-voting process along with the Scrutinizer's Report shall be announced on or before Thursday, 2nd May 2024. The result along with the Scrutinizer's Report will be uploaded on the website of the Company at www.kacpl.com for the sake of convenience of all stakeholders.

The items being **Special Resolution** will be declared as passed if votes cast in favor are not less than three times the number of votes, if any, cast against the resolution by members so entitled to vote.

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, 1st May, 2024, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

RESOLUTION FOR POSTAL BALLOT

1. TO APPROVE THE BUY BACK OF SHARES OF THE COMPANY

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION;

“RESOLVED THAT pursuant to the provisions of Sections 68 and all other applicable provisions, if any, of the Companies Act, 2013 including any modifications, amendments and re-enactments to the said Act, the Companies (Management and Administration) Rules, 2014, the Companies (Share Capital and Debenture) Rules 2014, to the extent applicable, the board of directors of the Company the Board hereby approves and recommends the buy-back of Equity shares by the Company of up to 23,69,230 fully paid-up equity shares of face value of ₹10/- (Rupees Ten only) each (“Equity Shares”) (representing 15.98% of the total issued and paid-up equity share capital of the Company) at a price of ₹1300/- (Rupees One Thousand Three Hundred Only) per Equity Share (the “Buy-back Offer Price”) to such extent over a period of time, payable in cash for an aggregate amount not exceeding ₹3,07,99,99,000 (Rupees Three Hundred and Seven Crores Ninety Nine Lakhs Ninety Nine Thousand only) excluding any expenses incurred or to be incurred for the buy-back such as fee payable to the public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc. and other incidental and related expenses.

RESOLVED FURTHER THAT all of the shareholders of the Company, as on the record date, will be eligible to participate in the Buy-back based on the offer letter issued by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, determination of the Buyback Size, time frame for completion of Buyback; appointment of bankers, advisors, existing Registrars And Transfer Agents i.e. Purva Share Registry, scrutinizers, consultants as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the paper advertisement, and to make all necessary applications to the appropriate authorities for their approvals including and initiating all necessary actions for preparation and issue of various documents including paper advertisement, letter of offer, opening, operation and closure of necessary accounts as required under the Buyback provisions, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, approving the split of physical share certificates and transfer of shares, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, and filing such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with the Authorities and/or Statutory Authorities as may be required from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board is hereby empowered and authorised on behalf of the Company to accept and make any alteration(s) or modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as

may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to

do all acts, deeds, matters and things as the Board and/or any person authorised by the Board may, in its/such person's absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to provide the certified true copy of the resolution and undertake all such activities as deem necessary for giving to the aforesaid resolution and file the return of buyback."

2. APPROVAL INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION;

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to pursuant to the provisions of Section 186 of the Companies Act, 2013 (the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re- enactment thereof for the time being in force) and based on the approval and recommendation of the Audit Committee, Articles of Association of the Company the consent of the Members be and is hereby accorded to the Board of Directors of the Company to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company exceeds the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid- up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may think fit, provided that the amount of such total loans or investments made, guarantees given and securities provided shall not at any time exceed Rs. 1000,00,00,000/- (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s)/ Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution."

3. ENHANCEMENT OF THE BORROWING POWERS OF THE BOARD AND AUTHORISATION FOR CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY UNDER SECTION 180 OF THE

COMPANIES ACT, 2013.

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION;


"RESOLVED THAT in supersession of all the earlier resolutions passed by the Members, the consent of the Members be and is hereby accorded to the Board of Directors of the Company pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Articles of Association of the Company, to borrow such moneys or sums of money, subject to the prevailing laws, rules, regulations and guidelines to the extent they are applicable, in any manner, from time to time, with or without security and upon such terms and conditions as the Board may think fit, notwithstanding that money to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the limit specified under Section 180 (1) (c) of the Act, viz., the aggregate of the Company's paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed and outstanding at any time shall not exceed the sum of Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge / provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board."

Regd. Office:

N 301, 3rd Floor,
North Block, Manipal Centre.
47, Dickenson Road , Bangalore -560042
CIN: U17214KA1962PLC001443

By order of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**
(Formerly known as "Kurlon Limited")


Susheela Bungale
Company Secretary

Date: February 22nd , 2024

Place: Bangalore

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the

- Depositories as on March 22nd, 2024 ("cut-off date"). However, the voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on March 22nd, 2024 ("cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please write to the company at secretary@manipal.com for registration of email address and for receipt of login ID and password for remote e-voting.
 4. The Board has appointed Mr. Deepak Sadhu (Membership No. ACS 39541) Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company not later than two working days from the conclusion of the e-voting.
 5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
 6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to secretary@manipal.com.
 7. The e-voting period commences on Tuesday, April 2nd, 2024 and ends on Wednesday, May, 1st 2024 at 5.00 p.m. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of March 22, 2024 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 8. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the last date specified for E-Voting for the postal ballot voting process i.e. Wednesday, May 1st, 2024. The special Resolution shall be declared as passed if the votes cast in favour are not less than three times the number of votes, if any, cast against the Resolution by members, so entitled and voted.
 9. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Agency to provide remote e-voting facility.
 10. A member cannot exercise his vote by proxy on Postal Ballot.

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

The remote e-voting period begins on 9.00 a.m. (IST) on Tuesday, 2nd April, 2024 and ends on Saturday, 1st May, 2024 at 5.00 p.m. (IST). 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.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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> <p>If you are 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</p> <p>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 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> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 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.</p>

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123793 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on toll free no.: 1800-222-990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at 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
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.

3. Alternatively, Members may send a request to evoting@nsdl.co.in or secretary@manipal.com for obtaining user id and password for e-voting by providing above mentioned documents.

Regd. Office:

N 301, 3rd Floor,
North Block, Manipal Centre.
47, Dickenson Road , Bangalore -560042
CIN: U17214KA1962PLC001443

By order of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**
(Formerly known as "Kurlon Limited")


Susheela Bungale
Company Secretary

Date: February 22nd , 2024
Place: Bangalore

ANNEXURE TO THE NOTICE

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

Item No.1:- TO APPROVE THE BUY BACK OF SHARES OF THE COMPANY

As required under the relevant provisions of the Companies Act and Rule 17(1) of the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time, the explanatory statement contains true, factual relevant and material information, as detailed herein, to enable the members to consider for approval, the proposed special resolution on Buyback of the Company's Equity Shares:

- 1) The Board of Directors of the Company has, in its meeting held on 22nd February 2024, subject to the approval of the members of the Company, approved the proposal for the buyback.
- 2) The Company intends to buy-back its shares in order to rationalize its capital structure and for the following reasons:
 - (a) Enhance shareholder value by utilizing surplus cash available with the Company;
 - (b) Improve earnings per share;
 - (c) Improve return on capital
 - (d) Offering liquidity to minority shareholders;
 - (e) Achieving optimum capital structure; and
 - (f) Service equity more efficiently.
- 3) 23,69,230 equity shares of the Company (hereinafter referred to as the "Equity Shares") having a face value of Rs.10/- (Rupees Ten each) each shall be bought back at a price of **Rs.1300/- (Rupees One thousand three hundred only)** (the "Buyback price") per Equity Share aggregating to **Rs.307,99,99,000/- (Rupees Three Hundred and Seven Crores Nine Lakhs Ninety Nine Thousand Only)**.

- 4) The Buyback will be implemented by the Company by way of a private offer to its existing shareholders on a proportionate basis, as permitted under the Companies Act. The Buyback will be implemented in accordance with the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time, and on such terms and conditions as may be deemed fit by the Company. In case of non-subscription of offer of buy back by the shareholders, the interested shareholders may subscribe for buyback of excess shares from their shareholding.
- 5) The Buyback price is fixed at **Rs.1300 (Rupees One thousand three hundred only Only)** per Equity Share, which amount has been arrived at after considering various factors such as net worth of the Company, cash flows, etc. in accordance with Rule 17(1)(n) of the Share Capital and Debenture Rules, 2014 as amended from time to time.
- 6) The Company has allocated a maximum amount of **Rs.307,99,99,000 (Rupees Three Hundred and Seven Crores Ninety Nine Lakhs Ninety Nine thousand only)** for the proposed Buyback of the Equity Shares. The Buyback consideration shall be paid out of the free reserves of the Company.
- 7) The proposed Buyback will be completed within 12(twelve) months of the date of passing of the special resolution approving the proposed Buyback.
- 8) As per the records of the company and disclosures made by promoter and directors of the company vide their letters dated 22nd February, 2024 the details of aggregate shareholding in the Company of the promoter and of directors of the Company as on the date of this notice, are as below:

Sl.No.	Name of the Promoter	Number of shares	% of shares
1	Manipal Holdings Private Limited Tile Factory Road, Manipal	71,83,919.00	48.27%
2	Maharashtra Apex Corporation Ltd Syndicate House, Manipal	56,93,020.00	38.25%
3	General Investment and Commercial Corporation Ltd First Floor, Manipal Center, Maruthi Veethika, Chittaranjan Circle, Udupi	4,85,000.00	3.26%
4	Metropolis Builders Pvt Ltd S-401, Manipal Center 47, Dickenson Road, Bangalore	1,67,036.00	1.12%
5	Manipal Home Finance Limited G-5, Brigade Link Apartments Ground Floor, No.54/1, 1st Main Road Sheshadripuram, Bangalore	32,350.00	0.22%

6	Mangala Investments Limited Syndicate House, Manipal	646.00	0.00%
7	Rajmahal Trade & Investments Pvt Limited Syndicate House, Manipal	501.00	0.00%
8	Commercial Corporation of India Ltd Tile Factory Road, Manipal	500.00	0.00%
9	Manipal Stock & Share Brokers Ltd. C.O.2nd floor, No.45, 29th Cross Geetha Colony, Opp.Jayanagar Shopping Complex, Bangalore	350.00	0.00%
10	Jai Bharath Mills Private Ltd Syndicate House, Manipal	250.00	0.00%
11	Jaya Sudhakar Pai No.5, Chittrakala, Ananth Nagar, Manipal	2,92,806.00	1.97%
12	Jaya S Pai No.5, Chittrakala, Ananth Nagar, Manipal	47,607.00	0.32%
13	Jaya Sudhakar Pai No.5, Chittrakala, Ananth Nagar, Manipal	38,550.00	0.26%
14	T Sudhakar Pai No.5, Chittrakala, Ananth Nagar, Manipal	29,107.00	0.20%
15	Tonse Sudhakar Pai, Trustee (Trust Foundation) No.5, Chittrakala, Ananth Nagar, Manipal	12,570.00	0.08%
16	Jaya Sudhakar Pai No.5, Chittrakala, Ananth Nagar, Manipal	5,200.00	0.03%
17	Tonse Sudhakar Pai No.5, Chittrakala, Ananth Nagar, Manipal	110.00	0.00%
18	Jyothi Ashish Pradhan, 2072, Palisedus Drive, Fullerton CA 92851 USA	1800	0.00%
19	CCI Limited Tile Factory Road, Manipal Udupi Dist 576119	524	0.00%
Total		1,39,91,846.00	94.01%

- 9) As per the records of the company and disclosures made by and the directors of the Company wide their letters dated 22nd February 2024, below are the details of the equity shares purchased by the Directors during a period of 12 (twelve) months preceding the date of the

Board meeting at which the Buyback was approved and from the date of the Board meeting till the date of this notice are as below:

S. No	Name of the Director / Promoter	Purchase / Sale	Date	No of shares
1	Jaya S Pai	Purchase	24.02.2023	2880

- 10) The promoters of the Company, **Jaya Sudhakar Pai and Sudhakar Pai, Sudhakar Pai (Trust Foundation) as a trustee and Jyothi Ashish Pradhan** have expressed their intention to participate in the buyback. The other promoters will not participate in the buyback and they have submitted their consent for the non-participation. Maha Rashtra Apex Corporation Limited provided their consent not to participate in the buyback on 21st March 2024 and the same is taken note in the minutes.
- 11) The Company confirms that they have not accepted any deposits, issued any debentures or preference shares or raised any term loan or made any default in payment of dividend due to any shareholder.
- 12) The Board of Directors of the Company has confirmed that it has made full inquiry into the affairs and prospects of the Company and that it has formed the opinion that:
- immediately following the date on which the general meeting is convened, there will be no grounds on which the Company could be found unable to pay its debts;
 - as regards the company's prospects for the year immediately following the date on which the general meeting is convened and having regard to the Board's intentions with respect to the management of the company's business during that year and the amount and character of financial resources, which in the Board's view, will be available to the company during the year, the company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date: and
 - in forming the opinion, aforesaid, the Board has taken into account the liabilities including prospective and contingent liabilities, as if the company were being wound up under the provisions of the Companies Act.
- 13) Auditors Certificate dated 22nd February 2024, addressed to the Board by **M/s.Nangia & Co. LLP Chartered Accountants, Statutory Auditors** of the company is annexed to this notice.
- 14) The Company will transfer from its free reserves and / or surplus in the profit and loss account, a sum equal to the nominal value of the Equity Shares which are pursued through the Buyback to the capital redemption reserve account and the details of such transfer will be disclosed in the balance sheet.
- 15) The Buyback is subject to such sanctions and approvals as may be required under applicable laws and regulations.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its equity shareholders. The directors of the Company, therefore, recommend passing the special resolution as set out in this notice. None of the directors of the Company is, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, except to the extent of their shareholding in the Company.

The documents relating to the above special business are kept at the registered office of the Company for inspection during the business hours till the date of Extraordinary General Meeting.

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.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the Instructions set out herein.

ITEM NO. 2 APPROVAL INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a Company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

On a regular basis, the Company makes investments for the goal of expansion and high returns, and Inter corporate loans and guarantees are granted to the group companies as business requirements dictate. It also has investments in its subsidiary companies' securities.

Aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company along with the loans, investments and guarantees proposed to be made / provided by the Company in the near future, may exceed the limits as specified in 186 of the Companies Act, 2013.

Accordingly, the Board of Directors in its meeting held on February 22, 2024 approved increasing the aforesaid threshold upto Rs. 1000,00,00,000/- (Rupees Five Hundred Crores Only) which is over and above the limit as specified under Section 186 of the Companies Act, 2013, subject to approval of the Shareholders

The resolution set out at Item No. 2 is recommended for approval of the members as a **Special Resolution** through postal ballot.

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

ITEM NO. 3 ENHANCEMENT OF THE BORROWING POWERS OF THE BOARD AND AUTHORISATION FOR CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.

As per Section 180 (1) (c) of the Companies Act, 2013 ('the Act'), the Company can borrow money together with the money already borrowed by the Company, exceeding aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in ordinary course of business only with the consent of the Shareholders of the Company by way of Special Resolution.

The Company needs to raise borrowings which may be in excess of the limits specified under Section 180(1)(c) of the Companies Act, 2013 but not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores only), in order to ensure seamless business opportunity and to adequately support its associated growth and expansion opportunities of the company along with its Subsidiary Companies.

Accordingly, the Board has, at its meeting held on February 22, 2024, subject to the approval of the Members of the Company, approved the aforesaid proposal for enhancing the limit of borrowings under Section 180 of the Act from the existing limit of Rs. 500 crores to Rs. 1,000 crores.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting. The Company may, from time to time, need to provide security, by way of creating mortgage, charge or any other security interest on its movable and immovable properties, both present and future, for the loans sanctioned by financial institutions/banks, etc, and for raising funds by way of secured debts or any other instruments. This requires approval of the shareholders by way of Special Resolution to authorize the Board to-

"sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking,"

Therefore, it is proposed to seek fresh approval of members by way of a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to authorize the Board of Directors of the Company to borrow money and to create charge/mortgage/hypothecation on the assets of the Company, both present and future, to secure the borrowings for an amount not exceeding Rs. 1000 crores (Rupees Five Hundred Crores only), if required.

The resolution set out at Item No. 3 is recommended for approval of the members as a special resolution through postal ballot.

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

Regd. Office:

N 301, 3rd Floor,
North Block, Manipal Centre.
47, Dickenson Road , Bangalore -560042
CIN: U17214KA1962PLC001443

By order of the Board

For **KANARA CONSUMER PRODUCTS LIMITED**
(Formerly known as "Kurlon Limited")


Susheela Bungale
Company Secretary

Date: February 22nd , 2024
Place: Bangalore