



KURLON ENTERPRISE LIMITED

CIN: U36101MH2011PLC222657

Regd. Office: #1002/1006, The Avenue, International Airport Road, Opp. Hotel Leela, Andheri (East) Mumbai -400059

Email id: secretary@kurlon.com Website: www.kurlon.com

NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th Annual General Meeting of the Members of M/s. Kurlon Enterprise Limited ("The Company") will be held on Friday, September 29, 2023, 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:

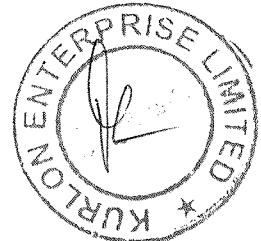
1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Rs. 2.00/- (i.e. 40%) per equity share of Rs. 5/- each, for the Financial Year ended March 31, 2023.
3. To appoint a Director in place of Mrs. Jaya S Pai (DIN 00030515), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS WITH KANARA CONSUMER PRODUCTS LIMITED**

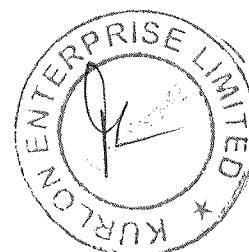
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Companies (Meeting of Board and its Powers) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the necessary approvals, consents, permissions and/or sanctions from the appropriate authorities including banks/lenders if required, the consent of the members be and is hereby accorded to Board of Directors to ('the Board' which expression shall also include any committee thereof) to enter into following agreements with Kanara Consumer Products Limited (formerly Known as Kurlon Limited) ("**KCPL**"), being a related party, for a consideration mentioned below:



Sr. No.	Particulars of the Agreement	Maximum Value
1.	Purchase of Gwalior factory including land, building, Plant and Machinery etc. situated at Plot No. GAE-1, Malanpur industrial Area, Ghirongi, Bhind, Madhya Pradesh, India — 477116 (“ Gwalior Undertaking ”) from Kanara Consumer Products Limited (<i>Formerly Known as Kurlon Limited</i>)	Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) plus charges, taxes and duty as applicable
2.	Purchase of land along with building(s)/structure(s) standing thereon, situated at Plot No. 3(P), 4(P) 5,6,7,8,&9 (P) Industrial Area, Anlapatna, Chandaka, Bhubaneshwar- 754005 admeasuring 19.05 Acres (“ Bhubaneshwar land ”) from Kanara Consumer Products Limited (<i>Formerly Known as Kurlon Limited</i>)	Rs. 11,43,00,000/- (Rupees Eleven Crore Forty Three Lakhs Only) Plus charges, taxes and duty as applicable
3.	Purchase of land along with building(s)/structure(s) standing thereon, situated at (i) Plot No 22 and 23 in Survey No.76, Dabaspete Phase-I Industrial Area, Yedahalli Village, Somapura Hobli, Nelamangala Taluk, Bangalore admeasuring 10908.35 Sq. Mtrs. or thereabouts; and (ii) Plot No 7 in Survey No.106 and 107, Dabaspete Phase-I Industrial Area, Yedahalli Village, Somapura Hobli, Nelamangala Taluk, Bangalore admeasuring 7404 Sq. Mtrs or thereabouts (collectively “ Dabaspete land ”) from Kanara Consumer Products Limited (<i>Formerly Known as Kurlon Limited</i>)	Rs. 22,15,79,435/- (Rupees Twenty Two Crore Fifteen Lakh Seventy Nine Thousand Four Hundred Thirty Five Only) plus duty and tax as applicable
4.	Purchase of land along with building(s)/ structure(s) standing thereon, situated at Plot no. 54-57, Shivganga Industrial Estate, Village - Lakeshwari, Tehshil & Post - Bhagwanpur, Distt. Haridwar Uttarakhand – 247661 admeasuring 16,426 Sq. Mtrs. or thereabouts (“ Uttarakhand land ”) from Kanara Consumer Products Limited (<i>Formerly Known as Kurlon Limited</i>)	Rs. 9,85,56,000/- (Rupees Nine Crores Eight Five Lakhs Fifty Six Thousand Only) plus duty and taxes as applicable
5.	To take on lease of Yeshwanthpura land along with buildings and structures standing thereon from Kanara Consumer Products Limited (<i>Formerly Known as Kurlon Limited</i>) for a period of 5 years	Rs. 7,25,00,000/- (Rupees Seven Crores Twenty Five Lakhs Only) for initial 3 years and for the balance 2 (two) years, the lease rental shall be the market rent

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of assignment/ novation/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”



“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

5. RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024

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

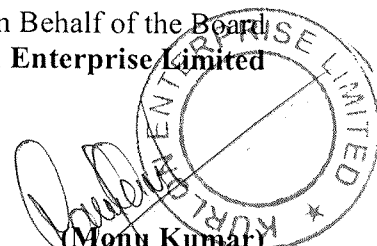
“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification/ (s) or re-enactment/(s) thereof, for the time being in force), the remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) per annum plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses, to the Cost Auditors Viz. GNV & Associates, Cost Accountants (Firm Registration No.: 000150), to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT Mr. T Sudhakar Pai, Managing Director of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Date: 29.08.2023

Place: Bangalore

For and on Behalf of the Board
For **Kurlon Enterprise Limited**



Monu Kumar

Company Secretary

Regd. Office
#1002/1006, The Avenue, International Airport Road,
Opp. Hotel Leela, Andheri (East) Mumbai -400059
CIN: U36101MH2011PLC222657

NOTES:

1. Pursuant to the General Circular Nos. 10/2022, 20/2020 and 2/2022 issued by the Ministry of Corporate Affairs ("MCA"), companies are allowed to hold AGM through VC/OAVM up to September 30, 2023, without the physical presence of Members at a common venue. Hence, in compliance with the provisions of the Companies Act, 2013 & MCA Circulars, the 12th AGM of the Company is being held through VC/OAVM. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at secretary@kurlon.com or monukumar@kurlon.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. In compliance with the said MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website www.kurlon.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@kurlon.com/monukumar@kurlon.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 view of COVID-19 and MCA Circulars.
6. For receiving all communication (including Annual Report) from the Company electronically members are requested to write to secretary@kurlon.com or monukumar@kurlon.com
7. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") relating to the Item Nos. 4 and 5 of the notice to be transacted at the AGM are annexed hereto.
8. In terms of Section 152 of the Act, Mrs. Jaya S Pai (DIN 00030515), Director, retire by rotation at the Meeting and being eligible, offer herself for reappointment. Nomination and Remuneration Committee of the Board of Directors of the Company recommends her re-appointment.
9. Sri T Sudhakar Pai, Mrs. Jyothi Ashish Pradhan (KMP) being related to Mrs. Jaya S Pai are interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to her re-appointment.
10. 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.
11. The Company has fixed Friday, September 22, 2023 as the "Record Date" for determining entitlement of members to dividend for the financial year ended March 31, 2023.
12. 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.
13. The Company's Registrars & Transfer Agents for its share registry is Purva Sharegistry (India) Private Limited ("RTA") having its office at Unit no. 9 Shiv Shakti Ind. Estt. J.R. Boricha marg, Lower Parel (E) Mumbai 400 011 (Unit: Kurlon Enterprise Limited).
14. 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.



15. 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.
16. 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 the Company at www.kurlon.com.
17. 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@kurlon.com or monukumar@kurlon.com in case they have not received/ not encashed the Dividend or dividend Warrants for earlier financial years.
18. 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.
19. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2022 to September 29, 2023 (both days inclusive) for the purpose of Annual General Meeting.
20. 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@kurlon.com or monukumar@kurlon.com.

21. 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:-

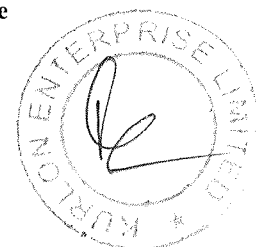
The remote e-voting period begins on Monday, September 25, 2023 at 9:00 A.M. and ends on Thursday, September 28, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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:

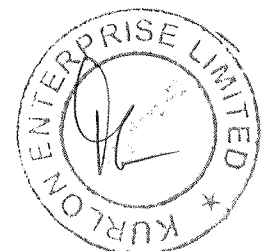
Step 1: Access to NSDL e-Voting system

- 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<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 style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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.

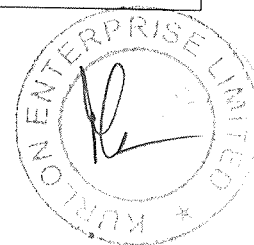
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 126477 then user ID is 126477001***

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@kurlon.com and monukumar@kurlon.com



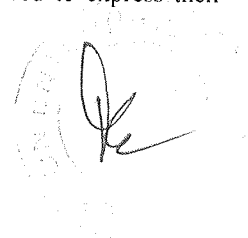
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to above mail ids.
3. Alternatively,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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretary@kurlon.com and monukumar@kurlon.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may also register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at secretary@kurlon.com and monukumar@kurlon.com.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



8. If you have any queries or issues regarding attending AGM through the link, you may contact undersigned or write an email to secretary@kurlon.com and monukumar@kurlon.com.

Date: 29.08.2023
Place: Bangalore

Regd. Office
#1002/1006, The Avenue, International Airport Road,
Opp. Hotel Leela, Andheri (East) Mumbai -400059
CIN: U36101MH2011PLC222657

For and on Behalf of the Board
For **Kurlon Enterprise Limited**


(**Monu Kumar**)
Company Secretary

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:

ITEM NO 4

It is brought to the attention of shareholders that as per the Share Purchase Agreement dated July 17, 2023 executed between the Company, Kanara Consumer Products Limited (Formerly Known as Kurlon Limited), Kurlon Trade and Invest Management Private Limited and Sheela Foam Limited (the “**Share Purchase Agreement**”) the promoters of the Company, have agreed to sell 94.66% shareholding and upwards equity shareholding held in Kurlon Enterprise Limited (KEL) to Sheela Foam Limited (SFL), subject to applicable consents, approvals and permissions.

As per the terms of the Share Purchase Agreement, the Company has to enter into various sale/lease agreements with its related party i.e. Kanara Consumer Products Limited.

Therefore, the Board, on the recommendation of the Audit Committee, at their meeting held on August 29, 2023 had unanimously agreed to enter into various related party transactions with Kanara Consumer Products Limited to execute all the agreements as per the term of the Share Purchase Agreement and as the board decides in the interest of the Company subject to the approval of the shareholders of the Company.

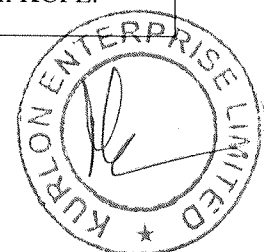
As per the provisions of Section 188 of the Act and the applicable Rules framed thereunder any Related Party Transaction required prior approval of shareholders through an ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the net worth of the Company as per last audited financial statements of the Company.

The aggregate value of proposed transaction together with transaction(s) as proposed in other resolutions with KCPL, is likely to exceed the said threshold limit during the financial year 2023-24.

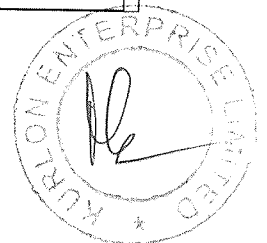
Hence, approval of the shareholders is being sought for under section 188 of the Act in this 12th AGM of the Company.

Disclosures, pursuant to the provisions of section 188 of the Companies Act, 2013 are as follows:

SL. No.	Particulars	Details
1	The name of the related party and nature of relationship	Kanara Consumer Products Limited, Holding
	Name of the director or key managerial personnel who is related, if any;	Nil
4	The nature, material terms, duration of the contract, monetary value and particulars of the contract or arrangement	Pursuant to the Share Purchase Agreement dated July 17, 2023 executed between the Company, Kanara Consumer Products Limited, Kurlon Trade and Invest Management Private Limited and Sheela Foam Limited (the “Share Purchase Agreement”), certain assets of KCPL are required to be transferred in favour of the Company. Consequently, approval of members of the Company is sought for entering into the following related party transactions with KCPL:



Sr. No.	Particulars of the Agreement	Maximum Value
1.	Purchase of Gwalior factory including land, building, Plant and Machinery etc. situated at Plot No. GAE-1, Malanpur industrial Area, Ghirongi, Bhind, Madhya Pradesh, India – 477116 (“ Gwalior Undertaking ”) from Kanara Consumer Products Limited (<i>formerly Known as Kurlon Limited</i>)	Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) plus Charges, taxes and duty as applicable
2.	Purchase of land along with building(s)/structure(s) standing thereon, situated at Plot No. 3(P), 4(P) 5,6,7,8,&9 (P) Industrial Area, Anlapatna, Chandaka, Bhubaneshwar-754005 admeasuring 19.05 Acres of the Company (“ Bhubaneshwar land ”) from Kanara Consumer Products Limited (<i>formerly Known as Kurlon Limited</i>)	Rs.11,43,00,000/- (Rupees Eleven Crore Forty Three Lakhs Only) Plus Charges, taxes and duty as applicable
3.	Purchase of land along with building(s)/structure(s) standing thereon, situated at (i) Plot No 22 and 23 in Survey No.76, Dabaspete Phase-I Industrial Area, Yedahalli Village, Somapura Hobli, Nelamangala Taluk, Bangalore admeasuring 10908.35 Sq. Mtrs. or thereabouts; and (ii) Plot No 7 in Survey No.106 and 107, Dabaspete Phase-I Industrial Area, Yedahalli Village, Somapura Hobli, Nelamangala Taluk, Bangalore admeasuring 7404 Sq. Mtrs or thereabouts (collectively “ Dabaspete land ”) from Kanara Consumer Products Limited (<i>formerly Known as Kurlon Limited</i>)	Rs.22,15,79,435/- (Rupees Twenty Two Crore Fifteen Lakh Seventy Nine Thousand Four Hundred Thirty Five Only) plus duty and tax as applicable
4.	Purchase land alongwith building(s)/structure(s) standing	Rs. 9,85,56,000/- (Rupees Nine



			thereon, situated at Plot no. 54-57, Shivganga Industrial Estate, Village - Lakeshwari, Tehshil & Post - Bhagwanpur, Distt. Haridwar Uttarakhand – 247661 admeasuring 16,426 Sq. Mtrs. or thereabouts (“ Uttrakhand land ”) from Kanara Consumer Products Limited (<i>formerly Known as Kurlon Limited</i>)	Crores Eight Five Lakhs Fifty Six Thousand Only) plus duty and taxes as applicable
		5.	To take on lease of Yeshwanthpura land admeasuring approximately 1 Acre and 120 Guntas together with building(s)/ structure(s) standing thereon situated at Survey Numbers 7/2, 7/3, 7/4, 75/1, 75/2, 75/3 and 75/4 portion of 76/1 and 7/5 (office), located at Taneeranahalli Village and Yeshwanthpura Village, Bangalore North Taluk (“ Yeshwanthpura Land ”) from Kanara Consumer Products Limited (<i>formerly Known as Kurlon Limited</i>) for a period of 5 years	Rs. 7,25,00,000/- (Rupees Seven Crores Twenty Five Lakhs Only) for initial 3 years and for the balance 2 (two) years, the lease rental shall be the market rent
5	Any other information relevant or important for the Board to take a decision on the proposed transaction	NA		

Board of directors of the Company recommends the resolution as set out at Item no. 4 in the accompanying notice for approval of the members as an Ordinary resolution.

As on the date of proposing these resolutions, KCPL is holding 3,23,41,477 equity shares amounting to 88.48% in Kurlon Enterprise Limited (“**KEL**”). Further, Mr. T Sudhakar Pai and Mrs. Jaya S Pai who are directors / key managerial personnel of the Company are also a director on the Board of KCPL and are holding 347 equity shares amounting to 0.00% equity share capital of KEL and 4,25,950 (directly or indirectly) equity shares amounting to 2.86% equity share of KCPL. Accordingly, the directors, key managerial personnel and/or their relatives may be deemed to be concerned or interested in the resolution at item no. 4 of the notice, directly or indirectly, to the extent of respective shareholding in the Company and KCPL and/or the promoter group of the Company or otherwise for holding the above positions in KCPL. Except as disclosed above, none of the directors and/or key managerial personnel of the Company and/or their relatives are concerned or interested in these resolutions.

The relevant documents are available for inspection at the Registered Office of the Company both in physical or electronic mode, at any working day during business hours.



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

ITEM NO. 5

In accordance with the provisions of Section 148 of the Act, and the Companies (Cost Record and Audit) Rules 2014, as amended from time to time, the Company is required to appoint a cost auditor to audit the cost records of Company.

On the recommendation of the Audit Committee, the Board has approved the appointment of M/s. GNV & Associates, Cost Accountants (Firm Registration No.000150) as the Cost Auditor of the Company for the financial year 2023-24 at a remuneration of Rs. 1, 75,000/- (Rupees One Lakh Seventy Five Thousand Only) plus out of pocket expenses and applicable taxes on actual basis. The remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014


Accordingly, the Directors recommend the Ordinary Resolution to the Members for their approval.

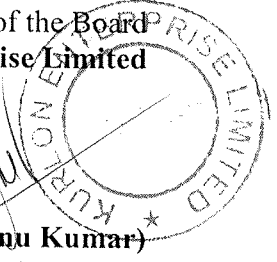
None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

Date: 29.08.2023

Place: Bangalore

For and on Behalf of the Board
For **Kurlon Enterprise Limited**


(**Monu Kumar**)
Company Secretary



Regd. Office
#1002/1006, The Avenue, International Airport Road,
Opp. Hotel Leela, Andheri (East) Mumbai -400059
CIN: U36101MH2011PLC222657

ANNEXURE TO THE NOTICE

(Details of Director seeking appointment / reappointment at the 12th 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, 65 years
Date of First appointment on the Board	03/10/2011
Qualifications	Graduate (B.A.)
Experience	35 years
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 except sitting fees
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of Sri T Sudhakar Pai Managing Director and mother of Mrs. Jyothi A Pradhan, CEO of the Company
Number of Meetings of the Board held & attended during the FY 23	8
Other Directorships	Kanara Consumer Products Limited Komfort Universe Products and Services Ltd. Belvedere International Limited Manipal Holdings (P) Ltd. Manipal Metropolis Builders (P) Ltd. Jayamahar Trade and Investments (P) Ltd. Jaibharat Mills (P) Ltd. Manipal Nutraceutical And Agro Tech Private Limited Kurlon Trading And Invest Management Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	KURLON LIMITED Member-CSR Member- NRC

