

KURLON LIMITED

CIN No. U17214KA1962PLC001443

Registered Office: N-301, 3rd Floor, North Block, Manipal Centre 47, Dickenson Road, Bengaluru-560 042

E-mail: monukumar@kurlon.com, Tel.No.: 080-40313131

NOTICE OF 58TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 58th Annual General Meeting of the Members of **M/s. Kurlon Limited** will be held on Thursday, the 22nd day of October, 2020, at 11:30 A.M (IST) through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “Electronic Mode”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Financial Statements of the Company for the year ended 31st March 2020 including audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date 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, 2020 and the report of Auditors thereon and in this regard, to consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**:
 - (a) **“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon as laid before this meeting, be and are hereby considered and adopted.”
 - (b) **“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon as laid before this meeting, be and are hereby considered and adopted.”
2. To appoint a director in place of Mrs. Deepa Pai (DIN 02825199) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus out of pocket expenses and applicable taxes, payable to M/s. GNV & Associates, Cost Accountants (Firm Registration No.: 000150), for the audit of the cost record of the products manufactured by the Company for the year ending 31st March, 2021 as approved by the Board of Directors, be and is hereby ratified.

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.”
4. To appoint Mr.Ashish Pradhan as the President of the Company and to hold office/place of profit in the Company and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to Mr. Ashish Pradhan, husband of Mrs. Jyothi Ashish Pradhan, Director and Son in law of Sri T Sudhakar Pai, Managing Director and Mrs. Jaya S Pai, Director of the Company, to hold an office or place of profit as President of the Company w.e.f. 19.08.2020 on such terms and conditions as set out in the explanatory statement annexed thereto.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized severally to file necessary e-Forms, if any, with Registrar of Companies, Karnataka Bangalore and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

5. To Increase Borrowing Powers of the Board and authorization limit to secure the borrowings under section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 and in this regard, *to consider and, if thought fit, to pass the following resolution as **Special Resolution**:*

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof) and in terms of Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution), to borrow money/ avail facilities (both fund and non-fund based), as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender, investor(s), and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of ₹300,00,00,000/- (Rupees Three Hundred Crores only) for the purpose of the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”), to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company if any or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of ₹300,00,00,000/- (Rupees Three Hundred Crores only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and to execute all documents and writings to give effect to this resolution.”

6. To approve issue of unsecured Compulsory Convertible Debentures (CCD) through private placement and in this regard, *to consider and, if thought fit, to pass the following resolution as **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended from time to time and the provision of the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Unsecured Compulsory Convertible Debentures including but not limited to subordinate debt, bonds, and/ or other debt securities, etc., (hereinafter collectively referred as “Securities”) on a private placement basis, in one or more tranches, during the period of one year from the date of passing this Special Resolution by the Members, for an amount not exceeding ₹135,00,00,000/- (Rupees One hundred

Thirty Five Crores only) on such terms and conditions and at such times at par, as may be decided by the Board to such person(s), including but not limited to one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds and individuals, as the case may be, or such other person(s) as the Board may decide, however, that the aggregate amount of funds to be raised by issue of unsecured compulsory convertible debentures, subordinate debentures, bonds, and/or other debt securities etc. shall not exceed the overall amount of borrowing of ₹300,00,00,000/- (Rupees Three Hundred Crores only) as may be approved by the Members at any point of time, in addition to the limits prescribed under the provisions of section 180 of the Act.”

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorized to determine the terms of the issue including the class of investors to whom such Securities to be issued, time, total amount to be raised by issuance of Securities, Securities to be offered, the number of Securities, tranches, issue price, tenor, interest rate, premium/ discount, finalize the basis of allotment of securities, approve, finalize and execute any offer document including private placement offer document and to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any director(s) and/ or officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

Date:24.09.2020
Place: Bangalore

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


(T. Sudhakar Pai)
Managing Director
DIN: 00043298

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “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 Circular No. 14/2020 dated April 08, 2020, 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.
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 MCA Circular, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the website of its subsidiary Company @ www.kurlon.com.
7. For receiving all communication (including Annual Report) from the Company electronically members are requested to write to monukumar@kurlon.com
8. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and form part of this notice.
9. In terms of Section 152 of the Act, Mrs. Deepa Pai (DIN 02825199), 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.
10. Mrs. Jyothi Ashish Pradhan, Mrs. Jaya S Pai and Sri T Sudhakar Pai being related to Mr. Ashish Pradhan and Mrs. Deepa Pai are interested in the Ordinary Resolutions set out at Item No. 2 & 4 of the Notice with regard to his/her appointment and re-appointment.
11. 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.
12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members on all working days of the Company, during business hours up to the date of AGM.
13. The Company's Registrar & Share Transfer Agent (both, physical as well as electronic) 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 Limited).
14. 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 are requested to advise any change in their address or bank mandates to the Company / RTA.
15. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2011- 12, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all 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 shares so far transferred to the IEPF Authority are available on the website of its subsidiary Company at www.kurlon.com. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.
16. Pursuant to good Corporate Governance practices followed by the Company, the particulars of Director seeking appointment / reappointment at the meeting are annexed hereto.
17. The Register of Members and Share Transfer Books of the Company will remain closed from 15th October, 2020 to 22nd October, 2020 (both days inclusive) for the purpose of Annual General Meeting.
18. Corporate Members desirous of seeking any information/clarification or explanation with regard to the Accounts or any items of the notice at the 58th Annual General Meeting are requested to write to the Company at monukumar@kurlon.com at least 10 days prior to the AGM date, so that the required information can be made available at the Meeting.
19. 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 will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. October 22, 2020. Members seeking to inspect such documents can send an email to monukumar@kurlon.com.

20. 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’). Instructions for remote e-voting are as under:

The remote e-voting period begins on Sunday, October 18, 2020 (9:00 a.m. IST) and ends on Wednesday October 21, 2020, (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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

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 eservices 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 101456 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.

Details on Step 2 are given below:

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 the 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 compliance@deepaksadhu.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 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
4. The Company has engaged the services of NSDL as the Agency to provide e-voting facility
5. The Board of Directors of the Company has appointed Mr. Deepak Sadhu, a Practicing Company Secretary, Bangalore as Scrutinizer to scrutinize the remote e-voting and e voting to be casted at the time of AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners if any, maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
7. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting through Poll Papers and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman.

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 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 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 monukumar@kurlon.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the

remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

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/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at monukumar@kurlon.com
6. 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 monukumar@kurlon.com. The same will be replied by the company suitably.
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 Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com

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 3

Pursuant to Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. GNV & Associates, Cost Accountants. (Firm Registration No.000150) as the Cost Auditors of the Company to conduct Cost Audits of the cost records of the Company for the financial year 2020-2021, at a remuneration of ₹75,000/- (Rupees Seventy Five Thousand only) plus out of pocket expenses and applicable taxes on actual basis.

M/s. GNV & Associates, Cost Accountants have the necessary experience in the field of cost audit, and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

The Board recommends the remuneration of ₹75,000/- plus applicable taxes and out-of-pocket expenses to M/s. GNV & Associates, Cost Accountants as the Cost Auditors and the approval of the Shareholders is sought for the same by an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the ordinary Resolution except to the extent of their shareholding in the Company.

ITEM NO. 4

The Board of Directors of the Company at their meeting held on August 19, 2020 had inter-alia resolved to appoint Mr. Ashish Pradhan Husband of Mrs. Jyothi Ashish Pradhan, Director and Son in law of Sri T Sudhakar Pai, Managing Director

and Mrs. Jaya S Pai, Director of the Company to hold office or place of profit as President of the Company on the following terms and conditions subject to shareholders approval.

- Basic Salary: ₹ 40000/- (Rupees Forty Thousand Only) p.m.
- HRA @ 40 % per month of the Basic Salary.
- Conveyance and other allowances: ₹331250/- p.m.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per the Company's rules.
- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per Company's rules.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities such as Vehicle Maintenance, Driver Salary and Fuel Expenses as per Company's rules.
- Other benefits as per Company's policy

The following disclosure(s) to hold office/place of profit in the Company by related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

a)	Name of the related party	Mrs. Jyothi Ashish Pradhan, Mr.T Sudhakar Pai, Mrs. Jaya S Pai and Mrs. Deepa Pai
b)	Nature of relationship	Husband of Mrs. Jyothi Ashish Pradhan, Son in law of Sri T Sudhakar Pai and Mrs. Jaya S Pai Brother in law of Mrs. Deepa Pai
c)	Nature, Duration of The Contract And Particulars Of The Contract Or Arrangement	Appointment as president of the Company on full time basis
d)	Material terms, monetary value and particulars of the contract or arrangement;	As per terms and conditions set out in resolution herein below
e)	Any advance paid or received for the contract or Arrangement, if Any	Nil
f)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	NA
g)	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	NA
h)	Any other information relevant or important for the members to take a decision on the proposed resolution	The terms of appointment are commensurate with the Rules/Policy of the Company and are advantageous for the Company considering the experience Mr. Ashish Pradhan and shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto.

Mr. Ashish Pradhan is BE in Engineering, instrumentation & Control from Gujarat University, India (2001) and Master of Science, Electrical Engineering from University of Southern California (2003)

From 2003 to 2006, Mr. Ashish Pradhan joined Genefluidics Inc., Monterey Park, California as an Electrical Engineer. He worked on embedded system development projects for nano-biotech research and developed a MEMS based robotized

sample dispensing systems for pathogen detection and also wrote software for data analysis and plotting the Excel charts using Visual Basic. In March 2006 he joined Universal Electronics Inc., Cypress, California, as Firmware Engineer. There he worked on embedded software development for ultra-low power CE devices, Low level device driver development for several control peripherals such as accelerometers, optical finger detectors, capacitive touch panels and Software stack integration and API development etc. In December 2012, he joined Universal Electronics Inc., Santa Ana, California as Applications Engineer and worked on Customer facing role with high visibility within the organization, managed embedded systems projects from cradle to grave, helped define product requirements and translated them into product specifications and Responsible for product costing, leading engineering discussions and preparing RFQ responses. In June 2016, he joined Universal Electronics BV, The Netherlands (Expat assignment) as Senior Applications Engineer / Project Manager and worked on managing key customer accounts and projects in the EMEA Business Line, Helped grow business by providing expert technical advice on product and technical offerings, review major RFQs and business opportunities and architected a PaaS voice platform for the European market. In September 2017 he joined Universal Electronics Inc., Carlsbad, California and worked for developing the corporate product strategy and roadmaps for Smart Home Space, product portfolio and IoT product lines, Introduced new product features in the SaaS platform such as conversational AI, predictive models derived using ML to complement the strategic roadmap and growth plans, complex SaaS and PaaS programs over cross functional teams located across the world, UX development for mobile apps and AV devices and also Responsible for product management functions such as writing user stories, crisp business requirements and technical specifications. Mentor and train regional product managers and CRM teams

Mr. Ashish Pradhan is also a founder and CEO of Pecon LLC, Wyoming, USA engaged in the business of Technology and business consulting for small and medium businesses, Leading Digital Transformation and scaling initiatives for incumbent businesses, Enabling new business models and revenue streams by leveraging IoT/Cloud and Value creation of AI, ML & Data Analytics for businesses etc. He is a president of MASEC, Bangalore, India and responsible to manage ERP & E-Commerce solutions and services division for Manipal Group. He has overall experience of 17 years in industry.

None of the Directors and Key Managerial Personnel is related to him except Mrs. Jaya S Pai director and Sri T Sudhakar Pai, Managing Director, Mrs. Jyothi A Pradhan director and Mrs. Deepa Pai director of the Company.

Pursuant to Section 188(1)(f) read with rules 15 of the Companies (Meetings of Board and its Power) Rules, 2014, The Board recommends passing of the proposed Ordinary Resolution.

ITEM NO 5

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from present to ₹ 300,00,00,000/- (Rupees Three Hundred Crores Only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

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, to which authorization is also proposed to be increased from present to ₹ 300,00,00,000/- (Rupees Three Hundred Crores Only).

Hence, the Special Resolution at Item No. 5 of the Notice is being proposed. The Board recommends the Special Resolution as set out at Item No 5 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEN NO 6

The Company proposes to issue Unsecured Compulsory Convertible Debentures (CCDs) to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors. The amount to be raised by way of issue of CCDs on a private placement basis however shall not exceed ₹135,00,00,000/- (Rupees One Hundred Thirty Five Crores only) in aggregate. The aforesaid borrowings by way of issue of CCDs shall be within the overall borrowing limits authorized/to be authorized by Members. It may be noted that pursuant to rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with section 42 of the Companies Act, 2013, a Company shall obtain prior approval of members by way of special resolution for all the offer or invitation for CCDs to be made through a private placement basis in one or more tranches and validity of such approval would be one year from the date of passing of such resolution.

Consent of the Members is therefore sought in connection with the aforesaid issue of unsecured Compulsory Convertible Debentures (CCDs) from time to time and they are requested to authorize the Board (including any Committee of the Board) for issue of CCDs on private placement basis upto ₹135,00,00,000/- (Rupees One Hundred Thirty Five Crores only) as stipulated above, in one or more tranches, anytime within one year from the date of passing the Resolution. Accordingly, the proposed Resolution at Item No. 6 of the Notice is placed for your approval by way of Special Resolution to enable the Company/Board to exercise the aforesaid powers as and when required.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Date: 24.09.2020
Place: Bangalore

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


(T. Sudhakar Pai)
Managing Director
DIN: 00043298

Annexure A

Details of the Director by rotation / seeking appointment / re-appointment at the ensuing Annual General Meeting

Particulars	Mrs. Deepa Pai
DIN	02825199
Father's/Spouse Name	Sri T. Sudhakar Pai
Date of Birth & Age	12.11.1985, 35 years
Address	# 5, Chitrakala, Ananthanagar, Manipal, Udupi-576119
Designation	Non-Executive Director
Experience	8 years
Qualifications	BE in Biotechnology & Master of Science in Bioengineering
Terms and Conditions of Appointment / Reappointment	reappointed as Non-Executive Director, liable to retire by rotation
Directorships of other Boards as on March 31, 2020	Metropolis Builders Pvt. Ltd. Manipal Holding Pvt. Ltd. Deepa Jyothi Trading & Services Pvt. Ltd.
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	None
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Relationship with other Directors / Key Managerial Personnel	Daughter of Sri T Sudhakar Pai, Managing Director and Mrs. Jaya S Pai, Director of the Company and sister of Mrs. Jyothi A Pradhan director of the Company
Number of meetings of the Board attended during the year	N.A.
Date of first appointment on the Board	29/09/2016
Shareholding in the Company as on March 31, 2020	Nil