

**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. 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 under section 13 and 14 of the Act, for changing the name of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company without change in object.

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 Monday, April 17, 2023 and ends on Tuesday, May 16, 2023 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 its subsidiary Company at [www.kurlon.com](http://www.kurlon.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, April 14, 2023. 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. April 14, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or for the Company mail id [secretary@manipal.com](mailto:secretary@manipal.com) or by sending a request mail to the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited ("RTA") for their mail id [support@purvashare.com](mailto: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 favour 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 Wednesday, 17th May, 2023. The result along with the Scrutinizer's Report will be uploaded on the website of its subsidiary Company at [www.kurlon.com](http://www.kurlon.com) for the sake of convenience of all stakeholders.

The item being special resolution will be declared as passed if votes cast in favour 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. Tuesday, May 16, 2023, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

### **Resolution for Postal Ballot**

#### ***APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:***

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

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government (Registrar of Companies) and statutory authorities as may be necessary, consent of the members of the Company be and is hereby accorded to change the name of the Company from "KURLON LIMITED" to "KANARA CONSUMER PRODUCTS LIMITED" with effect from the date of issue of the fresh Certificate of Incorporation consequent to change in name by the Central Government (Registrar of Companies), and accordingly "Kurlon Limited", wherever it occurs in the Memorandum of Association and the Articles of Association of the Company shall be substituted by the name "KANARA CONSUMER PRODUCTS LIMITED."

FURTHER RESOLVED THAT the existing Clause I of the Memorandum of the Association of the Company be substituted as under:

- I. The name of the Company is "KANARA CONSUMER PRODUCTS LIMITED".

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.



**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to make application to the Central Government (Registrar of Companies) for obtaining approval for change in name of the Company and to sign and file forms and other documents with Central Government (Registrar of Companies) and do all other acts, deeds, things and matters as are necessary to give effect to the above resolutions and to agree to such modifications, terms and conditions as may be directed by the Central Government (Registrar of Companies) and to modify the same accordingly as are necessary or expedient in this regard.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to issue a certified copy of the resolutions as and when required."

**Regd. Office:**

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

By order of the Board  
For KURLON LIMITED

  
Mohit Kumar  
Company Secretary



Date: April 10, 2023

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 April 7, 2023. However, the voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on April 14, 2023 ("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](mailto:secretary@manipal.com).
7. The e-voting period commences on Monday, April 17, 2023 (9:00 am) and ends on Tuesday, May 16, 2023 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of April 14, 2023 (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. Tuesday, May 16, 2023. 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 Monday, April 17, 2023 at 9:00 A.M. and ends on Tuesday, May 16, 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?**

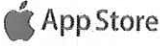
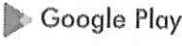


*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

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

	<p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants	ESP i.e. NSDL where the e-Voting is in progress. 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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system:****How to cast your vote electronically on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [deepakksadhu@gmail.com](mailto:deepakksadhu@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode, if any, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretary@manipal.com](mailto:secretary@manipal.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretary@manipal.com](mailto:secretary@manipal.com).



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

Regd. Office:  
N 301, 3<sup>rd</sup> Floor,  
North Block, Manipal Centre.  
47, Dickenson Road  
Bangalore -560042  
CIN: U17214KA1962PLC001443

Date: April 10, 2023  
Place: Bangalore

By order of the Board  
For KURLON LIMITED



Mohd. Kumar  
Company Secretary

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 1**

The members are hereby informed that we have two Companies in the Group with name "Kurlon" i.e. Kurlon Limited and Kurlon Enterprise Limited. Kurlon Enterprise limited is the subsidiary of the Company. presently the brand "Kurl-On," is owned by Kurlon Enterprise Limited, Hence to avoid confusion in the market and also for the benefits of both the Companies' stakeholders, the Company proposes to give it's a new name to give better representation in the Market, therefore, it is proposed to change the name of the Company from Kurlon Limited to Kanara Consumer Products Limited.

The Board of directors of the Company at their meeting held on March 31, 2023 has approved the change of name as proposed in the resolution and also the Company has obtained the necessary approval from the register of Companies (MCA) for availability of the proposed name in terms of section 4(5) of the Companies Act, 2013.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The provisions of section 13(2) of the Companies Act, 2013, inter-alia requires the approval of the shareholders by means of special resolution for change of name and consequential amendment in Memorandum and Article of Association of the Company, therefore the Board has recommended the resolution to be passed by the shareholders in the interest of the Company.

None of the directors, promoters, key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise in the proposed resolution.

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

**Regd. Office:**

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

By order of the Board  
For KURLON LIMITED

Mona Kumar  
Company Secretary



Date: April 10, 2023  
Place: Bangalore