

Notice of the 10th Annual General Meeting

NOTICE is hereby given that the 10th Annual General Meeting of the Members of M/s. Kurlon Enterprise Limited will be held on Thursday, November 25, 2021, at 11.30 A.M (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited Financial Statements of the Company for the year ended 31st March 2021 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, 2021 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

(a) **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon as circulated to the members, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon as circulated to the members, be and are hereby considered and adopted."

2. To declare a dividend on Equity Shares for the financial year ended March 31, 2021 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of Rs. 5.00/- (Rupees Five only) (i.e. 100%) per Equity Share of Rs. 5/- (Rupees Five) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2021 and the same be paid out of the profits of the Company."

3. To appoint Mrs. Jaya S Pai (DIN 00030515), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the

Companies Act, 2013, Mrs. Jaya S Pai (DIN 00030515), who retires by rotation at this meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to be retire by rotation."

SPECIAL BUSINESS

4. Appointment of Statutory Auditor to fill casual vacancy:

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 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification (s), clarifications, exemptions or reenactments thereof for the time being in force) M/s. S. R. Batliboi & Associates, LLP Bangalore (FRN: 101049W/E300004) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells, Chartered Accountant, (Firm Registration No.: 008072S).

RESOLVED FURTHER THAT M/s S. R. Batliboi & Associates, LLP Bangalore (FRN: 101049W/E300004) be and is hereby appointed as Statutory Auditors of the Company to hold the office until the conclusion of this Annual General Meeting of the Company, at such remuneration as may be mutually decided by the Board of Directors of the Company and the statutory auditors."

5. Appointment of Statutory Auditor:

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

"RESOLVED FURTHER THAT pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies(Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarification(s), exemption(s) or reenactments thereof for the time being in force), M/s S. R. Batliboi & Associates, LLP Bangalore (FRN: 101049W/E300004) be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of Five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 15th Annual General meeting of the Company at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the audit Committee in

consultation with the auditors and duly approved by the Board of directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Appointment of Sri Sivaramakrishnan Nagarajan (DIN: 03060429) as Non-Executive Independent Director of the Company;

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 149, 150, 152 161(4), and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association, Sri Sivaramakrishnan Nagarajan (DIN: 03060429), who was appointed as Non-Executive Independent Director by the Board of directors of the Company, in intermittent vacancy caused due to resignation/retirement of Dr. Nitin G Khot Independent Director of the Company, with effect from May 7, 2021 and till the conclusion of 13th Annual General Meeting of the Company to be held in the year of 2024 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office till the conclusion of 13th Annual General Meeting of the Company to be held in the year of 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT if the office of Sri Sivaramakrishnan Nagarajan is vacated before his term of office expires in the normal course, the resulting casual vacancy, may be filled by the Board of Directors at a meeting of the Board pursuant to Section 161(4) of the Act, provided that any person so appointed shall hold office only up to the date up to which Sri Sivaramakrishnan Nagarajan in whose place s/he is appointed would have held office if it had not been vacated.”

7. Appointment of Sri Holebasavanahalli Nagaraj Shrinivas (DIN: 07178853) as Non-Executive Independent Director of the Company;

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 149, 150, 152 161(4), and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the

time being in force) and Articles of Association, Sri Holebasavanahalli Nagaraj Shrinivas (DIN: 07178853), who was appointed as Non-Executive Independent Director by the Board of directors of the Company, in intermittent vacancy caused due to resignation/retirement of Sri. S. Ananthnarayanan Independent Director of the Company, with effect from May 7, 2021 and till the conclusion of 13th Annual General Meeting of the Company to be held in the year of 2024 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office till the conclusion of 13th Annual General Meeting of the Company to be held in the year of 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT if the office of Sri Holebasavanahalli Nagaraj Shrinivas, is vacated before his term of office expires in the normal course, the resulting casual vacancy, may be filled by the Board of Directors at a meeting of the Board pursuant to Section 161(4) of the Act, provided that any person so appointed shall hold office only up to the date up to which Sri Holebasavanahalli Nagaraj Shrinivas, in whose place s/he is appointed would have held office if it had not been vacated.”

8. To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2022.

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(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 Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus out of pocket expenses and applicable taxes, payable to Messrs. 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, 2022 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.”

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

Sd/-

(T. Sudhakar Pai)

Managing Director

DIN : 00043298

Date : 28-10-2021

Place : Bangalore.

NOTES :

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 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 said Circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to appoint their authorized representative to participate in the AGM are requested to send a certified true copy of their Board resolution to the Company at secretary@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. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. In compliance with the said MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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 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.

7. For receiving all communication (including Annual Report) from the Company electronically members are requested to write to secretary@kurlon.com

8. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.

9. 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.

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 November 5, 2021 as the “Record Date” for determining entitlement of members to dividend for the financial year ended March 31, 2021.

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.

12. 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).

13. 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.

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 if any are requested to advise any change in their address or bank mandates to the Company/RTA.

15. 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.

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 in case they have not received/not encashed the Dividend or dividend Warrants for earlier financial years.

16. 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.

17. The Register of Members and Share Transfer Books of the Company will remain closed from November 18, 2021 to November 25, 2021 (both days inclusive) for the purpose of Annual General Meeting.

18. 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.

19. 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, November 21, 2021 (9:00 a.m. IST) and ends on Wednesday, November 24, 2021, (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, November 19, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, November 19, 2021.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of revised NSDL e voting instructions, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>I. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>II. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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>2. 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>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e- Voting service provider- NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:
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*****.
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*****
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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing a) 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 and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting
 3. Now you are ready for e-Voting as the Voting page opens.
 4. 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.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. 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 Mr. Deepak Sadhu, a Practicing Company Secretary, Bangalore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 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 shall, within a period not exceeding two working days from the conclusion of the evoting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith the Report to the Chairperson of the Company.

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 secretary@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 secretary@kurlon.com.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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 secretary@kurlon.com or support@purvashare.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 secretary@kurlon.com or support@purvashare.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 4 & 5

M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 008072S) have also been Statutory Auditors of Kurlon Ltd. (the Holding Company) and have served as the statutory Auditors for the maximum period of 10Years. In order to align the holding Company with your Company for the purpose of facilitation of consolidation of accounts and there is a need to have a single auditor for both the Companies. Therefore, M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 008072S) has resigned from your company from the position of statutory auditors resulting into a casual vacancy in the office of the statutory auditors of the Company as envisaged in section 139(8) of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, The Board of directors at its meeting held on October 28, 2021 have appointed M/s. S. R. Batliboi & Associates, LLP Bangalore (FRN: 101049W/E300004) as the statutory auditors of the Company to fill the casual vacancy caused due to resignation of M/s Delloitte Haskins & Sells, Chartered Accountant, (Firm Registration No.: 008072S), to hold office till the conclusion of this Annual General Meeting subject to the approval of the members in ensuing Annual General meeting at such remuneration as may be mutually agreed by the board of directors and the statutory auditors.

Further, pursuant to recommendation of Audit Committee, Board also approved appointment of M/s. S. R. Batliboi & Associates, LLP, as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 15th AGM to be held in year 2026 subject to your approval in this AGM.

The Company has received consent and eligibility certificate from M/s. S. R. Batliboi & Associates, LLP to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolutions as set out in Item No. 4 and Item No 5 of the Notice.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the aforesaid Resolutions.

The Board recommends an Ordinary Resolutions set out in the Item No 4 & 5 of Notice for approval by the Members.

ITEM NO. 6

Sri Sivaramakrishnan Nagarajan, was appointed by the Board as Non- Executive Independent Director of the Company in intermittent vacancy caused due to resignation/retirement of Dr. Nitin G Khot, Independent Directors of the Company with effect from May 07, 2021 till the conclusion of 13th Annual General Meeting of the Company to be held in the year 2024.

In pursuant to the provisions contained under Section 161(4) of the Companies Act, 2013, if the office of any director appointed by the Company in the general meeting is vacated before his term of office expires in the normal course, the resulting vacancy may, in default of and subject to any regulations in the articles of the Company, can be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by the members in the immediate next general meeting provided any person so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated, therefore, the appointment of Sri Sivaramakrishnan Nagarajan is being recommended till the conclusion of 13th AGM of the Company subject to your approval in this meeting.

Sri Sivaramakrishnan Nagarajan is a graduate in dairy technology from Gujarat Agriculture University in 1984 with distinction and went on to do a MBA program with specialization in Agriculture from Indian Institute of Management, Ahmedabad, in 1986.

Since 1986, Sri Sivaramakrishnan Nagarajan have been working at various companies of repute, across functions and industries. Prominent amongst them has been Nestle India. Started in the manufacturing area, and then into the science of hygienic manufacturing practices as well as management systems required in manufacturing operations. He then worked with Cadbury India and spent about 8 odd years in various assignments, covering projects, manufacturing

operations and sales. Thereafter, he worked at Frito lay India (part of the Pepsi group) for a period of 4 years as national head of sales, as the sales director and learnt the skills of execution and directing a high growth Organization.

After 4 years in Frito lay India (part of the Pepsi group), he decided to move to a very divergent industry of consumer electronics i.e. Philips India and worked there for 6 years. He had opportunity to appreciate scale and working in a fast paced industry, as well as the intricacies of consumer service, as head of after sales service as well.

After that he worked with Mother Dairy as the Managing Director (from 2010 to 2017), Played a significant part in strengthening the financial performance of the Company and also setting up systems and processes which helped improve performance such as 6 sigma, QMS, new product development initiatives, Set up processes for internal communication to enable a face to face communication with about 700 employees two times a year. The stint enabled, learning the dairy industry dynamics in a growing market, as also very diverse spaces of fresh fruits and vegetables retailing, processing of fruits and vegetables as well as the dynamics of the edible oil industry. He has overall 24 years of vast experience in private sector mostly in multinational organizations.

Currently he is associated with TATA trusts as an advisor and assist in design and implementation programs related to dairy sector as part of livelihoods programs. He is also an independent director on the Board of various companies such as GAEL (formerly Mahindra Gujarat tractors Limited), Mahindra Greenyard Private Limited and others etc.

Sri. Sivaramakrishnan Nagarajan, has given declarations to the Company that he meets the criteria of independence as required under section 149 of the Companies Act, 2013 along with consent to act as Non- Executive Independent Director of the Company.

He fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Non-Executive Independent Director of the Company and is independent of the management. Also, he is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days during 10.00 a.m. to 5.00 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the Members.

ITEM NO. 7

Sri Holebasavanahalli Nagaraj Shrinivas, was appointed by the Board as Non- Executive Independent Director of the Company in intermittent vacancy caused due to resignation/retirement of Sri. S Ananthnarayanan,

Independent Director of the Company with effect from May 07, 2021 till the conclusion of 13th Annual General Meeting of the Company to be held in the year 2024.

In pursuant to the provisions contained under Section 161(4) of the Companies Act, 2013, if the office of any director appointed by the Company in the general meeting is vacated before his term of office expires in the normal course, the resulting vacancy may, in default of and subject to any regulations in the articles of the Company, can be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by the members in the immediate next general meeting provided any person so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated, therefore, the appointment of Sri Holebasavanahalli Nagaraj Shrinivas is being recommended till the conclusion of 13th AGM of the Company subject to your approval in this meeting.

Sri Holebasavanahalli Nagaraj Shrinivas is a graduate in MSW (PM&IR), Bangalore and post graduate in LLM (Master's in Industrial Law). Besides, He pursued Advanced Management Programme from Cornell University, U.S.A and Cambridge University, UK.

He worked with The "TAJ GROUP OF HOTELS" for 25+ years and promoted to Sr. Vice President – Total Quality and Business Excellence (Corporate Quality Head) and also Sr. Vice President – Human Resources.

Sri Holebasavanahalli Nagaraj Shrinivas lead the relief and rehabilitation operation for terror victim families in the city of Mumbai post 26/11 terror attack and also worked with Hewlett-Packard - Global Delivery India Centre as Director – Human Resources for 3 years managing end to end HR for a workforce of about 10,000 employees mostly software engineers. After that he worked as an Advisor at Tata Sons on a major Skill Development project that was conceptualized by the then Chairman, to support and facilitate vocational skills initiative in India and achieve a target of 1 million under privileged youth trained vocationally for gainful employment.

He is currently working with Tata Trusts and Tata Institute of Social Sciences on major projects of Skill Development and helping youth from weaker sections of the society to get trained for livelihoods and jobs. He is also an independent director on the board of a listed company Viz. Walchand People First Ltd.

He has given declaration to the Company that he meets the criteria of independence as required under section 149 of the Companies Act, 2013 along with consent to act as Non-Executive Independent Director of the Company.

He fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Non-Executive Independent Director of the Company and is independent of the management. Also, he is not disqualified

from being appointed as Director in terms of section 164 of the Companies Act, 2013.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days during 10.00 a.m. to 5.00 p.m. up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 7 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 7 for approval by the Members.

ITEM NO 8

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 2021-2022, at a remuneration of Rs. 2, 50,000/- (Rupees Two Lakhs Fifty 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 Rs. 2,50,000/- 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 as set out in item no 8 of notice.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 8 of the Notice.

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

**Date : 28-10-2021
Place : Bangalore.**

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

(Details of Directors seeking appointment / reappointment at the 10th Annual General Meeting in pursuance of provisions of the Companies Act, 2013)

Name of Director	Mrs. Jaya S Pai	Sri Sivaramakrishnan Nagarajan	Sri Holebasavanahalli Nagaraj Shrinivas
DIN	00030515	03060429	07178853
Date of Birth & Age	24/09/1958, 63 years	17/09/1961, 60 years	20/04/1953, 68 years
Date of First appointment on the Board	03.10.2011	07.05.2021	07.05.2021
Qualifications	Graduate (B.A.)	Graduate in dairy technology	MSW (PM&IR), Bangalore, LLM (Master's in Industrial Law) & Advanced Management Programme from Cornell University, U.S.A and Cambridge University, UK
Experience	32 years	35 years	25+ years
Terms and Conditions of Appointment / Reappointment	reappointed as Non-Executive Director, liable to retire by rotation	appointed as Non-Executive Independent Director till the conclusion of 13th Annual General Meeting of the Company, not liable to retire by rotation	appointed as Non-Executive Independent Director till the conclusion of 13th Annual General Meeting of the Company, not 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	No remuneration except sitting fees	No remuneration except sitting fees
Shareholding in the Company	347 Equity shares (0.00%)*	-	-
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 21	9	-	-
Other Directorships	Kurlon Limited Komfort Universe Products and Services Ltd. Belvedere International Ltd. Manipal Holdings (P) Ltd. Manipal Metropolis Builders (P) Ltd. Jayamaha Trade and Investments (P) Ltd. Jaibharat Mills (P) Ltd.	Green Agrevolution Private Limited Mahindra Greenyard Private Limited Gromax Agri Equipment Limited Stellapps Technologies Private Limited	Walchand Peoplefirst Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	KURLON ENTERPRISE LIMITED • Member - CSR • Member - NRC KURLON LIMITED • Member - CSR • Member - NRC	-	-

* holds on behalf of Kurlon Limited as nominee.