

KANARA CONSUMER PRODUCTS LIMITED

("Formerly Known as KURLON LIMITED")

CIN: U68100KA1962PLC001443

Regd. Office: N-301, III Floor, North Block, Front Wing, Manipal Centre, 47 Dickenson Road
Bangalore -560042

Email id: secretary@manipal.com Tel No.: 08040313131

NOTICE OF THE 62nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 62nd Annual General Meeting of the Members of M/s. Kanara Consumer Products Limited (Formerly Known as "*Kurlon Limited*") will be held on Monday, September 30, 2024, 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 2024 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, 2024 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, 2024 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, 2024 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, 2024 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. 10 per Equity Share of Rs. 10/- (Rupees Ten) 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, 2024 and the same be paid out of the profits of the Company."

3. To appoint Ms. Deepa Pai (DIN: 02825199), 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, Ms. Deepa Pai (DIN: 02825199), 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.”

4. Approval for appointment and fixing remuneration of M/s Nangia & Co.LLP, Chartered Accountants (Registration No. 002391C/N500069) Bangalore as statutory auditors of the Company.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), as recommended by the Audit Committee and proposed by Board, the consent of the members be and is hereby accorded for appointment of M/s. Nangia & Co LLP, Chartered Accountants (Registration No. 002391C/N500069), as the Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of the 62nd Annual General Meeting till the conclusion of the 67th Annual General Meeting to be held for the financial year ending 31st March 2029 at a remuneration as may be mutually agreed to between the Board of Directors of the Company and M/s. Nangia & Co LLP, Chartered Accountants (Registration No. 002391C/N500069) plus out of pocket expense connects with work of audit to be carried out by them.

“RESOLVED FURTHER THAT any Director or Chief financial officer of the Company be and are hereby authorized to do all such acts, deeds, and things which may be deemed necessary and expedient to give effect to this resolution and to provide the certified copy of the resolutions as and when required.”

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

Date: 04.09.2024

Place: Bangalore

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

Regd. Office
N 301, 3rd Floor, North Block, Manipal Centre
47 Dickenson Road, Bangalore 560042
CIN: U68100KA1962PLC001443

SPECIAL BUSINESS

5. Approval for consolidation of face value of the equity shares of the Company

To consider and if thought fit, to pass the following resolution without or without modifications, as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modifications(s), amendment or re-enactment thereof for the time being in force, and pursuant to Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary or required from the Honourable Company Law Tribunal, Bengaluru Bench and other authorities, if any and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’), consent of the members be and is hereby accorded to consolidate the

- a. Authorised equity share capital of the company of Rs.3,50,00,000 equity shares having face value of Rs.10 (Rupees Ten only) to 1750 equity shares having face value of Rs.2,00,000 each (Rupees Two lakhs only)
- b. Issued, Subscribed and Paid up equity share capital of the Company of 1,41,35,751 fully paid equity shares having face value of Rs.10/- each to 706.787 fully paid equity shares having face value of Rs.2,00,000/- (Rupees Two lakhs only) each

with effect from the ‘Record Date’ to be determined by the Board for this purpose.

“RESOLVED FURTHER THAT on consolidation the equity shares shall rank pari passu in all respects and carry the same rights as the existing fully paid up equity shares of Rs.10 each of the Company and shall be entitled to dividend if declared after the consolidation of equity shares.

RESOLVED FURTHER THAT upon consolidation of equity shares of the Company as aforesaid, the existing share certificate in relation to the existing equity shares of face value of Rs.10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record date and that no letter of allotment shall be issued to the allottees of the new equity shares of face value of Rs.2,00,000/- (Rupees Two lakhs only) each on consolidation and the Company may without requiring the surrender of existing share certificates, directly issue and dispatch the new share certificates of the Company, in lieu of such existing share certificates within the period prescribed or that may be prescribed in this behalf from time to time. In the case of shares

held in dematerialized form, the number of consolidated equity shares shall be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing equity shares before consolidation.

“RESOLVED FURTHER THAT no shareholder shall be entitled to a fraction of a share and that the fractional shares caused by consolidation of capital shall be aggregated into whole shares and the number of shares so arising shall be transferred without requiring any further action to a Trust to be formed/appointed by the Board of Directors of the Company.

“RESOLVED FURTHER THAT this Trust shall sell consolidated shares held on behalf of the shareholders at a price of Rs.1300 per share. This value of Rs.1300 per equity share/fraction thereof is determined on the basis of report submitted by M/s.Nangia & Co., LLP Chartered Accountants (Registration No. 002391C/N500069). The decision of the Trust as to the timing and method of sale shall be final and binding on all concerned. The trust shall hold the net sale proceeds of all such shares after defraying them from all costs, charges and expenses of such sale and shall thereafter distribute each sale proceeds the members of the Company in proportion to their fractional entitlements.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to file necessary application/documents, petition to the Hon’ble National Company Law Tribunal, Bengaluru Bench and to appoint Practicing Company Secretaries, Advocates and such other professionals or firm of professionals to represent the Company and the Board of Directors before the aforementioned Bench and to given effect to the said consolidation of shares.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix a ‘Record Date’ pursuant to the approval of petition by the Hon’ble National Company Law Tribunal, Bengaluru Bench and to communicate the same to the shareholders and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and file necessary applications/documents, petitions to the Hon’ble National Company Law Tribunal, Bengaluru Bench, and other authorities, if any on behalf of the Company and generally to do all such acts deeds, matters and things and to give from time to time such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

6. Approval to alter the Clause V of the Memorandum of Association after consolidation of the Authorised, Issued, Subscribed and Paidup Capital of the Company having face value of Rs.10 per share to Rs.2,00,000/- per share

To consider and if thought fit to pass the following resolution with or without modification as a **Special Resolution**

“RESOLVED THAT subject to the approval of the members for consolidation of face value of equity shares as proposed under Item No.5 above and pursuant to the provisions

of Section 4, 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being force, and the Articles of Association of the Company and subject to consents, approvals, permissions and sanctions, required from the Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any, consent of the members of the Company be and is hereby accorded to alter the Authorised Share Capital of the Company with effect from the 'Record Date' to be determined by the Board for this purpose;

From

Rs.35,00,00,000/- (Rupees Thirty five crores only) divided into 3,50,00,000 equity shares of RS.10 each (Rupees Ten only)

To

Rs.35,00,00,000 (Rupees Thirty five crores only) divided into 1750 equity shares of Rs.2,00,000 /- (Two lakhs only) each

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted by the following Clause No.V with effect from the 'Record Date' to be determined by the Board for this purpose:

“V. The Authorised Share Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty five crores only) divided into 1750 equity shares of Rs.2,00,000/- (Rupees Two lakhs only) each.

“RESOLVED FURTHER THAT the Board and is hereby authorised to file necessary application/ documents, petitions to the Hon'ble Law Tribunal, Bengaluru Bench and to appoint Practicing Company Secretaries, Advocates and such other professionals or firm of professionals to represent the Company and the Board of Directors before the aforementioned Bench and to give effect to the above resolution.

“RESOLVED FURTHER THAT the Board be and is hereby hereby authorised to fix the 'Record Date' pursuant to the approval of petition by the Hon'ble National Company Law Tribunal, Bengaluru Bench and to communicate the same to the shareholders.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and file necessary application/documents, petitions to the Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any, on behalf of the Company and to delegate all or any of its powers herein conferred to any one of its Directors or any other officers.

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. 5 : Consolidation of share capital of the Company

The Company had vide the Share Purchase Agreement dated 17th July 2023 sold its holding in Kurlon Enterprise to Sheela Foam Limited. After this sale, the Company is no longer into the business of manufacturing and selling mattress and related products.

The Company had also offered the shareholders an option of buyback of shares to provide an exit route to the minority shareholders to encash their holdings. Subsequent to this buyback, the promoter shareholder has increased to 95.96%. However, many of the minority shareholders were unable to avail this offer due to various reasons and have approached the Company enquiring about other way to encash their holdings.

The proposed consolidation will help encashment of their holdings and Company will benefit significantly by saving in costs, reduction in administrative and procedural work and legal compliances and general efficiency in corporate decision making.

Having large number of shareholders is only resulting in an administrative burden to the Company and also increase in expenditure in compliances.

Hence this proposal has been made to provide an exit path for the shareholders.

The proposal of consolidation is subject to the approval of the Hon’ble National Company Law Tribunal, Bengaluru Bench as it will result in change in the voting percentage of the shareholders as envisaged in Section 61(1)(b) of the Companies Act, 2013.

In view of this approval of the shareholders of the Company is required under Section 61(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, and as per the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions required from the Hon’ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any, for consolidation of the Authorised, Issued, Subscribed and Paid up equity share capital of the Company having face value of Rs.10 (Rupees Ten only) each fully paid to Rs.2,00,000/- (Rupees Two lakhs only) with effect from the ‘Record Date’ to be determined by the Board for this purpose.

The ‘Record Date’ for this purpose of consolidation of face value of equity shares shall be decided pursuant to the approval of the petition by the Hon’ble Company Law Tribunal, Bengaluru Bench and the same will be communicated to the shareholders

Fractional Entitlements

Any fractions arising from consolidation of face value – capital shall be aggregated into whole shares and the number of shares so arising shall be transferred without requiring any further action to a Trust to be formed/appointed for this purpose by the Board of Directors of the Company. The trust shall sell consolidated shares held on behalf of the fractional equity shareholders and distribute the net sale proceeds of all such fractional amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all costs, charges and expenses of such sale.

In case of non-resident shareholders, the payment of consideration in lieu of fractional entitlements would be subject to the provisions of Foreign Exchange Management Act, 1999 and any approvals from the Reserve Bank of India, as may be required.

Mr.Sudhakar T Pai, Mrs.Jaya S Pai, Mrs.Jyothi A Pradhan and Ms.Deepa Pai are the interested persons in this item to the extent of the shares held by them in promoter holding in the Company

Item No.6 : To alter Clause V of the Memorandum of Association

Approval of the shareholders of the Company is required under section 4, 13, 61 of the Companies Act, 2013 and other applicable provisions, if any, and the Articles of Association of the Company, to alter the authorised share capital of the Company with effect from the 'Record Date' and subject to consents, approvals, permissions and sanctions required from the Hon'ble National Company Law Tribunal, Bengaluru Bench and other authorities, if any.

From

Rs.35,00,00,000/- (Rupees Thirty five crores only) divided into 3,50,00,000 equity shares of RS.10 each (Rupees Ten only)

To

Rs.35,00,00,000 (Rupees Thrity five crores only) divided into 1750 equity shares of Rs.2,00,000 /- (Two lakh only) each

The approval of the shareholders of the Company is also required to alter the existing Clause V of the Memorandum of Association of the Company as follows with effect from the 'Record Date'. The amended clause would read as follows :

"V. The Authorised Share Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty five crores only) dividend into 1750 equity shares of Rs.2,00,000/- (Rupees Two lakhs only) each.

The 'Record Date' for the purpose of alteration of Capital Clause of the Memorandum of Association of the Company shall be decided pursuant to the approval of petition by the Hon'ble National Company Law Tribunal, Bengaluru Bench and the same shall be communicated to the shareholders.

Mr.Sudhakar T Pai, Mrs.Jaya S Pai, Mrs.Jyothi A Pradhan and Ms.Deepa Pai are the interested persons in this item to the extent of the shares held by them in promoter holding in the Company

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular Nos. 09/2023 dated September 25, 2023, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively ”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@manipal.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 2023-24 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 2023-24 will also be available on the website of its subsidiary Company at www.kacpl.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@manipal.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 compliance with MCA Circulars.
7. For receiving all communication (including Annual Report) from the Company electronically members are requested to write to secretary@manipal.com

8. In terms of Section 152 of the Act, Ms. Deepa Pai (DIN: 02825199) retire by rotation at the Meeting and being eligible, offers herself for reappointment. Nomination and Remuneration Committee of the Board of Directors of the Company recommends their re-appointment.

Sri T Sudhakar Pai, Mrs. Jaya S Pai, Mrs. Jyothi Ashish Pradhan, and Mr. Ashish Vilas Pradhan are interested in the Ordinary Resolutions set out at Item No. 3 of the Notice with regard to their re-appointment.

9. 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.
10. The Company has fixed 6th September 2024 as “the Record Date” for determining entitlement of members to dividend for the financial year ended March 31, 2024.

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.

11. 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: Kanara Consumer Products Limited).
12. 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.
13. 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.
14. 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 its subsidiary Company at www.kacpl.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@manipal.com in case they have not received/ not encashed the Dividend or dividend Warrants for earlier financial years.

15. 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.
16. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2024 to September 30, 2024 (both days inclusive) for the purpose of Annual General Meeting.

17. 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@manipal.com.

18. Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means (“e-voting”). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting (‘remote e-voting’).

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

The remote e-voting period begins on Monday, September 26, 2024 at 9:00 A.M. and ends on Thursday, September 26, 2024 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.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.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 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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e.</p>

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

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form. EVEN NUMBER IS 131340	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 131340 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode, if any, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretary@manipal.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretary@manipal.com.
3. Alternatively, Members may send a request to evoting@nsdl.co.in or secretary@manipal.com for obtaining user id and password for e-voting by providing above mentioned documents.

For and on Behalf of the Board
For **KANARA CONSUMER PRODUCTS LIMITED**

sd/-

(T. Sudhakar Pai)
Managing Director
DIN: 00043298

Date: 04.09.2024

Place: Bangalore

Regd. Office
N 301, 3rd Floor, North Block, Manipal Centre
47 Dickenson Road, Bangalore 560042
CIN: U68100KA1962PLC001443

ANNEXURE TO THE NOTICE

(Details of Directors seeking appointment / reappointment at the 62nd Annual General Meeting in pursuance of provisions of the Companies Act, 2013)

Name of Director	Mrs. Deepa Pai
DIN	02825199
Date of Birth & Age	12/11/1985, 38 years
Date of First appointment on the Board	05/11/2015
Qualifications	Graduate
Experience	12+ years
Terms and Conditions of Appointment / Reappointment	reappointed as Non-Executive Director, liable to retire by rotation
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	No remuneration
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Daughter of Sri T Sudhakar Pai and Mrs. Jaya S Pai and Sister of Mrs. Jyothi Ashish Pradhan
Number of Meetings of the Board held & attended during the FY 24	4
Other Directorships	2
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil