

NOTICE OF THE 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 8th Annual General Meeting of the Members of M/s. Kurlon Enterprise Limited will be held on Friday the 27th day of September, 2019, at 3:00 P.M. at “GMS Banquet Hall” Sitladevi Building, 1st Floor, D.N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai-400053, to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Financial Statements of the Company for the year ended 31st March 2019 including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (b) the audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 and the report of Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolutions**;
 - (a) **“RESOLVED THAT** the audited Standalone Financial Statements of the Company for the year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
 - (b) **“RESOLVED THAT** the audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted;
2. To declare final dividend on equity shares for the year ended March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**;

“RESOLVED THAT a dividend at the rate of ₹ 3.0/- (Three Rupees only) per equity share of ₹5/- (Five rupees) each, fully paid-up of the Company be and is hereby declared for the year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the year ended March 31, 2019.”
3. To appoint Mrs. Jaya S Pai (DIN 00030515) who retires by rotation and being eligible offers herself for re-appointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution**;

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Jaya S Pai (DIN 00030515), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation.”
4. To reappoint Auditors and fix their remuneration and in this regard, pass 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), M/s. Deloitte Haskins & Sells, Chartered Accountant, (Firm Registration No.: 008072S), be and is hereby reappointed as Statutory Auditor of the Company for a second consecutive term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of 13th Annual General Meeting, at such remuneration as may be mutually agreed to between the Board of Directors of the Company and M/s. Deloitte Haskins & Sells, Chartered Accountant, (Firm Registration No.: 008072S) plus applicable GST and out of pocket expenses connects with work of audit to be carried out by them.”

SPECIAL BUSINESS

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020 and in this regard, pass the following resolution as an **Ordinary Resolution**;

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus out of pocket expenses and applicable taxes, payable to M/s. GNV & Associates, Cost Accountants (Firm Registration No.: 000150), for the audit of the cost record of

the products manufactured by the Company for the year ending 31st March, 2020 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.”

6. To re-appoint Sri Ananthanarayanan Subramanian (DIN: 00025505) as an Independent Director and in this regard, pass the following resolution as **Special Resolution**;

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sri Ananthanarayanan Subramanian (DIN: 00025505), Independent Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a member signifying his intent to propose him as a candidate for the office of a director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years from the expiry of his present term of office i.e., w.e.f. 22/08/2020 not liable to be retire by rotation, notwithstanding his having attained 84 years of age.”

7. To re-appoint Dr. Nitin Gajananrao Khot (DIN: 00030613) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**;

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Nitin Gajananrao Khot (DIN: 00030613), Independent Non-Executive Director of the Company in respect of whom the Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a member signifying his intent to propose him as a candidate for the office of a director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years from the expiry of his present term of office i.e., w.e.f. 22/08/2020 not liable to be retire by rotation, notwithstanding his having attained 71 years of age.”

8. To appoint Mrs. Jyothi Ashish Pradhan to hold office / place of profit in the Company and in this regard, pass the following resolution as an **Ordinary Resolution**;

“**RESOLVED THAT** pursuant to the provisions of Section 188 (1) (f) read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to Mrs. Jyothi Ashish Pradhan, Daughter of Sri T Sudhakar Pai, Managing Director and Mrs. Jaya S Pai, Director of the Company, to hold an office or place of profit as “Head-Corporate Strategy” of the Company with effect from 15.07.2019 on such terms and conditions as set out in the explanatory statement annexed hereto.

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

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

Date: 19.07.2019
Place: Bangalore

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE MEETING.

IN TERMS OF RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and form part of this notice.
3. In terms of Section 152 of the Act, Mrs. Jaya S Pai (DIN 00030515), Director, retires by rotation at the Meeting and being eligible, offer herself for reappointment. The Nomination and Remuneration Committee of the Board of Directors of the Company recommends her re-appointment.
4. Sri.T Sudhakar Pai being related to Mrs. Jaya S Pai and Mrs. Jyothi Ashish Pradhan are interested in the Ordinary Resolutions set out at Item No. 3 and 8 of the Notice with regard to their re-appointment and appointment in the Company.
5. Keeping in view the requirements as set out in the Act, the Audit Committee and Board of Directors of the Company had recommended reappointment of M/s. Delloitte Haskins & Sells, Chartered Accountant, (Firm Registration No.: 008072S) as the Statutory Auditor of the Company for an another term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 13th Annual General Meeting of the Company at such remuneration as may be mutually agreed to between the Board of Directors of the Company and M/s. Delloitte Haskins & Sells, Chartered Accountant, (Firm Registration No.: 008072S) plus applicable GST and out of pocket expenses connects with work of audit to be carried out by them.

M/s. Delloitte Haskins & Sells, Chartered Accountant have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have confirmed that they are not disqualified to be re-appointed as the Statutory Auditor of the Company in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for your approval.

6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their client ID/Folio No.
7. 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.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's registered office on all working days of the Company, during business hours up to the date of the meeting.
9. The Company has fixed October 4, 2019 as the "Record Date" for determining entitlement of members to dividend for the financial year ended March 31, 2019.

The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / dispatched within the limit 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.

10. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Purva Sharegistry (India) Private Limited ("RTA") having its office at Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg, Lower Parel (E) Mumbai 400 011 (Unit: Kurlon Enterprise Limited).
11. 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.
12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / RTA.
13. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website of the Company and the same can be accessed through the link: <http://www.kurlon.com/Investor/> List of unpaid and unclaimed dividend.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended. Members are advised to visit the web-link: <http://www.kurlon.com/Investor/> List of unpaid and unclaimed dividend to ascertain details and claim of unpaid and unclaimed dividend lying with the Company.

14. Pursuant to good Corporate Governance practices followed by the Company and as per SS-2, the particulars of Director seeking appointment / reappointment at the meeting are annexed hereto.
15. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.
16. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2019 to 27th September, 2019 (both days inclusive).
17. Corporate Members desirous of seeking any information/clarification or explanation with regard to the Accounts or any items of the notice at the 8th Annual General Meeting are requested to write to the Company at secretary@kurlon.org at least 10 days prior to the AGM date, so that the required information can be made available at the Meeting.
18. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 Company also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with Company by sending their request at secretary@kurlon.org if not done.

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 from time to time, 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:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Open email and open PDF file viz; "Kurlon remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials. Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of Kurlon Enterprise Limited. Now you are ready for remote e-voting as Cast Vote page opens.
- viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.
- ix. You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
- x. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xi. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to deepak@deepaksadhu.com or secretary@kurlon.org with a copy marked to evoting@nsdl.co.in.

General instructions/ information for Members for voting on the Resolutions;

- B. 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. 20th September, 2019. Members holding shares in either physical or dematerialized form as on the Cut-Off Date may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date, commences on 23.09.2019 (10.00 am) and ends on 26.09.2019(5:00 P.M.). The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by RTA upon expiry of the aforesaid period.
- C. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 20th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or secretary@kurlon.org or support@purvashare.com.
- D. The facility for voting through Poll papers will be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Poll papers.

- E. the members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.
- F. A member can opt for only single mode of voting, i.e., either through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”
- G. The Company has engaged the services of NSDL as the Agency to provide e-voting facility.
- H. The Board of Directors of the Company has appointed Mr. Deepak Sadhu, a Practicing Company Secretary, Bangalore as Scrutinizer to scrutinize the remote e-voting and Poll papers process in a fair and transparent manner.
- I. 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.
- J. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting through Poll Papers and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson of the meeting.
- K. The members are requested to note the following contact details for addressing e-voting grievances:

Mr. Purva Shah

Purva Sharegistry (India) Private Limited

Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg, Lower Parel (E) Mumbai 400 011 (Unit: Kurlon Enterprise Limited).

Tel No.: 022-23012518/2517/6761 E-mail: support@purvashare.com

**STATEMENT PURSUANT TO SECTION 102 (I) 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

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 2019-2020, at a remuneration of ₹ 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 needs to be ratified by the Shareholders of the Company.

The Board recommends the remuneration of ₹ 2,50,000/- plus applicable taxes and out-of-pocket expenses payable to M/s. GNV & Associates, Cost Accountants as the Cost Auditors and the approval of the Shareholders is being sought for the same by an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said Resolution.

ITEM NO. 6 & 7

Sri. Ananathanarayanan Subramanian (holding DIN: 000025505) and Dr. Nitin Gajananrao Khot (DIN: 00030613) were appointed as Independent Directors of the Company in the financial year 2015-16 for a consecutive period of 5 years starting from August 22, 2015. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such reappointment in the Board's Report. Schedule IV of the Companies Act, 2013 provides for performance evaluation by the Board before extending the term of Independent Director. Sri Subramanian Ananathanarayanan and Dr. Nitin Gajananrao Khot have given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that they are not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013.

In the opinion of the Board, Sri. Ananathanarayanan Subramanian and Dr. Nitin Gajananrao Khot fulfill the conditions provided in the Act and the Rules made thereunder for reappointment as Independent Director and is independent of the management. The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge and the possession of relevant expertise by Sri Subramanian Ananathanarayanan and Dr. Nitin Gajananrao Khot, their continued association would be of immense benefit to the Board and recommend the Resolution as set out at Item No 6 & 7 of the Notice for your approval.

Details of Sri. Ananathanarayanan Subramanian and Dr. Nitin Gajananrao Khot are provided in the "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Sri. Ananathanarayanan Subramanian and Dr. Nitin Gajananrao Khot setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Sri. Ananathanarayanan Subramanian and Dr. Nitin Gajananrao Khot are interested in the resolutions as set out respectively at Item No. 6 and 7 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the Special Resolutions set out at Item No. 6 and 7 of the Notice for approval by the members.

ITEM NO. 8

The members are apprised that the Board of Directors of the Company at their duly convened meeting held on July 10, 2019 has decided to appoint Mrs. Jyothi Ashish Pradhan daughter of Sri T Sudhakar Pai Managing Director and Mr. Jaya S Pai, Director of the Company as Head-Corporate Strategy of the Company on the following terms and conditions;

1. Salary: 50,00,000/- p.a inclusive of allowances
2. She will also receive following benefits as per policy/rules of the Company or as approved by the board from time to time:
 - a. Car facility with driver and petrol
 - b. Fully furnished Accommodation upto 4BHK
 - c. Infrastructure facility at residence such as telephone, fax, Laptops, internet, Mobile phone(s) and broadband etc.
 - d. Company's contribution to Provident fund
 - e. Payment of Gratuity and other related retrial benefit
 - f. Encashment of leave, mediclaim and
 - g. Car maintenance

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

| | | |
|----|--|--|
| a) | Nature of the related party | Mrs. Jyothi Ashish Pradhan |
| b) | Nature of relationship | Daughter of Sri T Sudhakar Pai and Mrs. Jaya S Pai |
| c) | Nature, Duration of the Contract and Particulars of The Contract or Arrangement | Appointment as Head-Corporate Strategy on full time basis (Grade: KL-27) |
| d) | Material terms, monetary value and particulars of the contract or arrangement; | As per terms and conditions set out in resolution herein below |
| e) | Any advance paid or received for the Contract or arrangement, if any | Nil |
| f) | The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract | NA |
| g) | whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; | NA |

| | | |
|----|---|--|
| h) | Any other information relevant or important for the members to take a decision on the proposed resolution | The terms of appointment are commensurate with the Rules/Policy of the Company and are advantageous for the Company considering the experience Mr. Jyothi Ashish Pradhan and shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto. |
|----|---|--|

Mrs. Jyothi Ashish Pradhan is BE in Engineering and Communication from Manipal Institute of Technology and MS in Engineering Management from University of Southern California.

From 2008 to 2016, Mrs. Jyothi joined Extron Electronics, a leader in the professional Audio Video technology, where she joined as a Process Engineer. During this period, she worked on special projects focused on innovative solutions to cut costs and improve efficiency in manufacturing, process improvement and material management. Her strength in being able to optimize operations from new product introduction, prototyping, and production.

From 2007 to 2008, She worked at Celestica, a Canadian multinational electronics manufacturing services (EMS) company headquartered in Toronto, Ontario with revenues exceeding \$6 billion. At Celestica, she started as a manufacturing engineer and progressed to become a Program Manager. In her role as Program Manager, she was instrumental in helping draw closure on outstanding Accounts Receivable of \$1.2 Million. She standardized processes for various monthly and quarterly activities by documenting the procedure, identifying stakeholders and establishing deadlines for completion. She was also responsible for re-branding all corporate documents for the business unit. Post Masters, in 2005, Jyothi co-founded e-Medicords, a transcription company. She worked in sales, marketing and operations until 2007. She has overall 15 years of vast experience in industry.

None of the Directors and Key Managerial Personal is related to her except Mrs. Jaya S Pai, Director and Sri T Sudhakar Pai, Managing Director of the Company.

Pursuant to Section 188(1)(f) read with rules 15 of the Companies (Meeting of Board and its Power) Rules, 2014, The Board recommends passing of the proposed Ordinary Resolutions as set out at Item No. 8 of the notice for your approval.

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

Date: 19.07.2019
Place: Bangalore

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

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

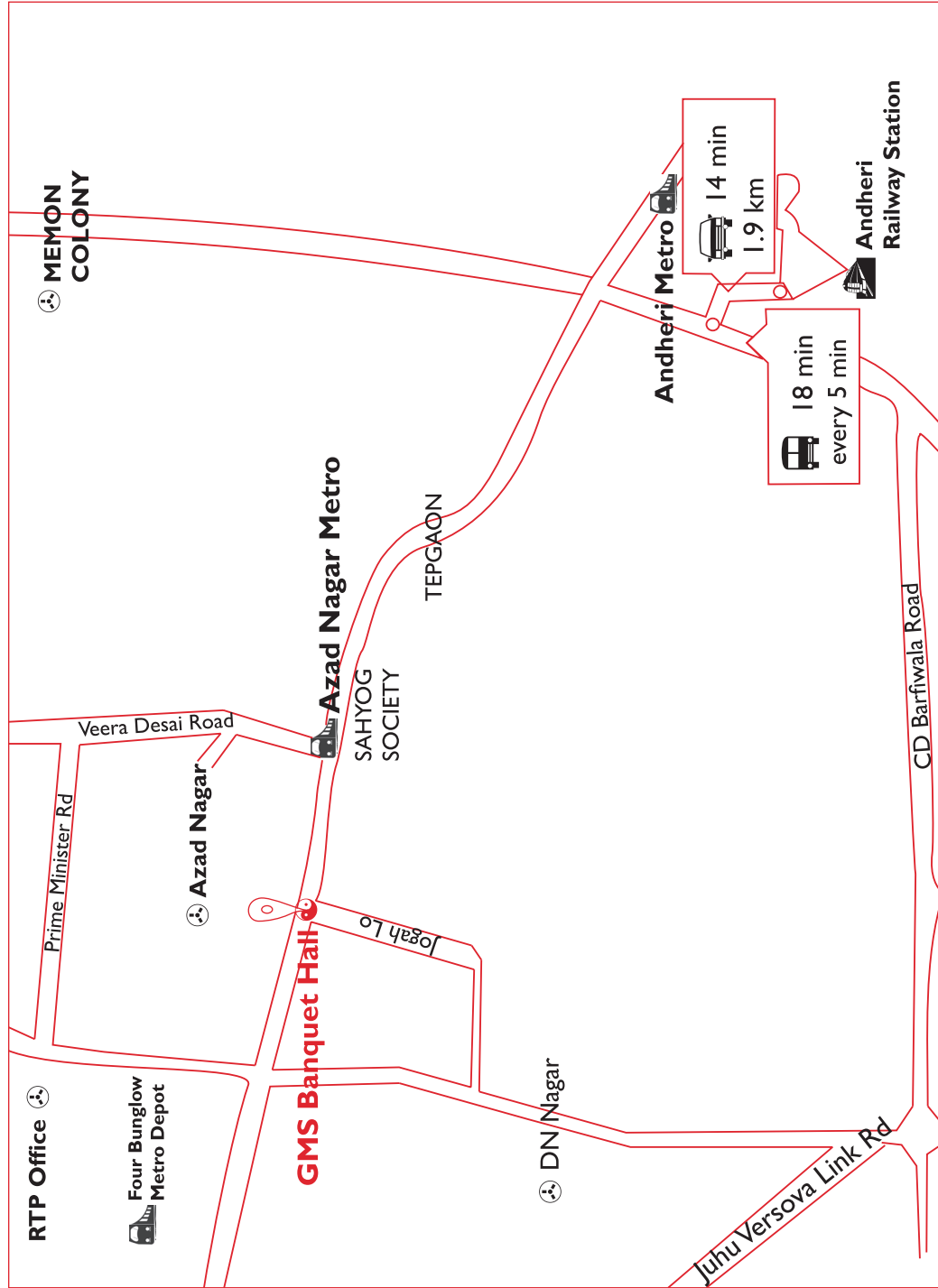
| | | | |
|--|---|---|--|
| Particulars | Mrs. Jaya S Pai | Sri. Ananthanarayanan Subramanian | Dr. Nitin Gajananrao Khot |
| DIN | 00030515 | 00025505 | 00030613 |
| Father's/Spouse Name | Mr. T. Sudhakar Pai | Late Subramanian | Sri. Gajanan Wamanrao Khot |
| Date of Birth & Age | 24.09.1958, 61 years | 22.06.1935, 84 years | 10.09.1948, 71 years |
| Address | # 5, Chitrakala, Ananthanagar, Manipal, Udipi-576119 | B1, Casa Lavelle 5 12/8, Lavelle Road Bangalore 560001 | B C 27 Fort Belgaum 590016 |
| Designation | Non-Executive Director | Independent Non-Executive Director | Independent Non-Executive Director |
| Experience | 30 years | 48 years | 45 years |
| Qualification | Graduate | BE, ACMA, FIIE | Ph.D. in Economics |
| Terms and Conditions of Appointment / Reappointment | appointed as a Non-Executive Director, liable to be retire by rotation | As per the resolution at item no. 6 of the Notice convening Annual General Meeting on 27, September, 2019 read with explanatory statement thereto Sri Ananthanarayanan Subramanian is proposed to be reappointed as an Independent Director for a further period of 5 years not liable to be retire by rotation | As per the resolution at item no. 7 of the Notice convening Annual General Meeting on 27, September, 2019 read with explanatory statement thereto Dr. Nitin Gajananrao Khot is proposed to be reappointed as an Independent Director, for a further period of 5 years, not liable to be retire by rotation |
| Directorships of other Boards as on March 31, 2019 | Metropolis Builders Pvt. Ltd. Manipal Holdings Pvt. Ltd. Kurlon Limited Manipal Ecommerce Limited Deepa Jyothi Trading & Services Pvt. Ltd. | Kurlon Limited | Kurlon Limited |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2019 | Kurlon Limited CSR Committee-Chairman NRC Committee-Member SRC Committee-Member Audit Committee-Member (w.e.f. 16/03/2019) | Kurlon Limited CSR Committee-Member NRC Committee-Chairman SRC Committee-Chairman Audit Committee-Chairman | Kurlon Limited CSR Committee-Member NRC Committee-Member SRC Committee-Member Audit Committee-Member |
| Remuneration last drawn (FY 2018-19) | No remuneration except sitting fees paid during 18-19 | No remuneration except sitting fees paid during 18-19 | No remuneration except sitting fees paid during 18-19 |

| Remuneration sought to be paid | No remuneration except sitting fees | No remuneration except sitting fees | No remuneration except sitting fees |
|--|--|--|--|
| Relationship with other Directors / Key Managerial Personnel | related to Sri T Sudhakar Pai Managing Director of the Company | Not related to any Director / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel |
| Number of meetings of the Board attended during the year | 4 | 4 | 4 |
| Date of first appointment on the Board | 03/10/2011 | 03/10/2011 | 03/10/2011 |
| Shareholding in the Company as on March 31, 2019 | 347 Equity shares (0.00%)* | 2174 Equity shares (0.00%) | 192896 (0.53%)** |

* holds on behalf of Kurlon Limited as nominee.

**inclusive of 347 holding on behalf of Kurlon Limited as nominee.

ROUTE MAP TO THE VENUE OF 8TH ANNUAL GENERAL MEETING



VENUE ADDRESS:

GMS Banquet Hall, Sitladevi Building,
1st Floor, D.N. Nagar, Opp. Indian Oil Nagar,
on Link Road, Andheri (West), Mumbai - 400 053

Kurl-on[®]
KURLON ENTERPRISE LIMITED

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

FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) _____

Registered Address _____

E-mail id _____ Folio No./Client ID _____ DP ID _____

I/We, being the member(s) of _____ shares of the above named Company. Hereby appoint

Name: _____ Email id: _____

Address: _____

Signature or failing him

Name: _____ Email id: _____

Address: _____

Signature or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company, to be held on Friday 27th day of September, 2019 at 3.00 p.m. at "GMS Banquet Hall" Sitladevi Building, 1st Floor, D.N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai- 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Resolution(S) | Vote | |
|--------------------------|--|------|---------|
| | | For | Against |
| 1. | Adoption of Audited Standalone and Consolidated Financial Statements for the FY19 | | |
| 2. | To declare Final Dividend for the FY19 | | |
| 3. | Re-appointment of Mrs. Jaya S Pai (DIN: 00030515) Director, retiring by rotation and being eligible offers herself for the same. | | |
| 4. | Re-appointment of M/s. Delloitte Haskins & Sells, Chartered Accountant as the Statutory Auditor of the Company. | | |
| Special Business: | | | |
| 5. | To Ratify the Remuneration payable to M/s. GNV & Associates, Cost Auditors for the FY 2019-20. | | |
| 6. | Re-appointment of Sri. Ananthanarayanan Subramanian as an Independent Director. | | |
| 7. | Re-appointment of Dr. Nitin Gajananrao Khot as an Independent Director. | | |
| 8. | Appointment of Mrs. Jyothi Ashish Pradhan to hold office / place of profit in the Company. | | |

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of September, 2019

Across
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

Kurl-on[®]
KURLON ENTERPRISE LIMITED

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

ATTENDANCE SLIP
8TH ANNUAL GENERAL MEETING

Full name of the members attending (In block letters) _____

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 8th Annual General Meeting of the Kurlon Enterprise Ltd., at "GMS Banquet Hall" Sitladevi Building, 1st Floor, D.N. Nagar, Opp. Indian Oil Nagar, on Link Road, Andheri (West), Mumbai- 400 053 on Friday, the 27th September, 2019.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The proxy, to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- 3) A proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such from attending in person and voting at the meeting.