

KURLON ENTERPRISE LIMITED

CIN No. U3610MH2011PLC222657

Registered Office: #1002/1006, the Avenue, International Airport Road, Opp. Hotel Leela, Andheri (East) Mumbai - 400059**Corporate Office:** N-301, 3rd Floor, North Block, Manipal Centre 47, Dickenson Road, Bengaluru-560 042

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

NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of the Members of **M/s. Kurlon Enterprise Limited** will be held on Tuesday, the 20th day of October, 2020, at 11:00 A.M (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "Electronic Mode") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Financial Statements of the Company for the year ended 31st March 2020 including audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard, to consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**:
 - (a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon as laid before this meeting, be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon as laid before this meeting, be and are hereby considered and adopted."
2. To declare final dividend on Equity Shares for the financial year ended March 31, 2020 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend at the rate of ₹3.5/- (Three Rupees Fifty Paise only) per Equity Share of ₹5/- (Rupees Five) each, fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2020."
3. To appoint a Director in place of Mrs. Jaya S Pai (DIN 00030515), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of ₹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, 2021 as approved by the Board of Directors, be and is hereby ratified.

RESOLVED FURTHER THAT Mr. T Sudhakar Pai, Managing Director of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. To Change in the designation of Mrs. Jyothi Ashish Pradhan from Head-Corporate Strategy to Chief Executive Officer (CEO) of the Company and in this regard, to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 2(18), 203, 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time), the consent of Members be and is hereby accorded to change in the designation of Mrs. Jyothi Ashish Pradhan, Daughter of Mr.T Sudhakar Pai, Managing Director and Mrs. Jaya S Pai, Non-Executive Director of the Company, from Head-Corporate Strategy to Chief Executive Officer (CEO) of the Company and to hold office or place of profit, as Chief Executive officer (CEO) of the Company w.e.f October 1, 2020 without any change in remuneration and other terms and conditions.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee of the Board of Directors of the Company has the liberty to alter and vary any terms and conditions including remuneration and responsibilities of Mrs. Jyothi Ashish Pradhan to hold office or place of profit as the Chief Executive Officer (CEO) in accordance with the provisions of the Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, any of the directors or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of necessary e-forms or returns with Registrar of Companies, Mumbai.”

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

Date:22.09.2020
Place: Bangalore


(T. Sudhakar Pai)
Managing Director
DIN: 00043298

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. 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 monukumar@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 Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.kurlon.com. For members who have not registered their email addresses, kindly register the same 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 monukumar@kurlon.com.
8. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and form part of this notice.
9. In terms of Section 152 of the Act, Mrs. 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.
10. Sri T Sudhakar Pai being related to Mrs. Jaya S Pai and Mrs. Jyothi Ashish Pradhan is interested in the Ordinary Resolution set out at Item No. 3 & 5 of the Notice with regard to her re-appointment and change in designation.
11. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
12. The Company has fixed October 23, 2020 as the "Record Date" for determining entitlement of members to dividend for the financial year ended March 31, 2020.

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.
13. The Company's Registrar & Share Transfer Agent 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).
14. 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.
15. 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.
16. Pursuant to good Corporate Governance practices followed by the Company, the particulars of Director seeking appointment / reappointment at the meeting are annexed hereto.
17. The Register of Members and Share Transfer Books of the Company will remain closed from 13th October, 2020 to 20th October, 2020 (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 monukumar@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 Friday, October 16, 2020 (9:00 a.m. IST) and ends on Monday, October 19, 2020, (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

Details on Step 2 are given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance@deepaksadhu.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
4. The Company has engaged the services of NSDL as the Agency to provide e-voting facility
5. The Board of Directors of the Company has appointed Mr. Deepak Sadhu, a Practicing Company Secretary, Bangalore as Scrutinizer to scrutinize the remote e-voting and e voting to be casted at the time of AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners if any, maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
7. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting through Poll Papers and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman.

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting

instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at monukumar@kurlon.com
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at monukumar@kurlon.com. The same will be replied by the Company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned at Item Nos. 4 to 5 of the accompanying Notice dated 22.09.2020

ITEM NO. 4

Pursuant to Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 (‘the Rules’), as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. GNV & Associates, Cost Accountants. (Firm Registration No.000150) as the Cost Auditors of the Company to conduct Cost Audits of the cost records of the Company for the financial year 2020-2021, at a remuneration of ₹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 ₹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.

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

ITEM NO. 5

The members are apprised that the Board of Directors of the Company at their meeting held on September 22, 2020 has decided to change the designation of Mrs. Jyothi Ashish Pradhan daughter of Sri T Sudhakar Pai Managing Director and Mrs. Jaya S Pai, Director of the Company from Head-Corporate Strategy to Chief Executive Officer (“CEO”) of the Company without any change in remuneration and other terms and conditions.

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

a)	Name of the related party	Sri T Sudhakar Pai and Mrs. Jaya S Pai
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	Change in designation from Head-Corporate Strategy to Chief Executive Officer (“CEO”) on full time basis
d)	Material terms, monetary value and particulars of the contract or arrangement;	No change
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 original appointment are commensurate with the Rules/Policy of the Company and are advantageous for the Company considering the experience Mrs. 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. Presently she is working as Head-Corporate Strategy in the Company. She has overall 19 years of vast experience in the industry.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mrs. Jaya S Pai, director and Sri T Sudhakar Pai, Managing Director of the Company is concerned or interested, financially or otherwise, in the ordinary Resolution, set out at item no. 5 of the notice.

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 Resolution.

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

Date: 22.09.2020
Place: Bangalore



(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
DIN	00030515
Father's/Spouse Name	Sri T. Sudhakar Pai
Date of Birth & Age	24.09.1958, 62 Years
Address	# 5, Chitrakala, Ananthanagar, Manipal, Udupi-576119
Designation	Non-Executive Director
Experience	31 years
Qualifications	Graduate
Terms and Conditions of Appointment / Reappointment	reappointed as Non-Executive Director, liable to retire by rotation
Directorships of other Boards as on March 31, 2020	Metropolis Builders Pvt. Ltd. Manipal Holding Pvt. Ltd. Kurlon Limited Manipal Ecommerce Limited Deepa Jyothi Trading & Services Pvt. Ltd.
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Kurlon Limited CSR Committee-Chairperson NRC Committee- Member SRC Committee- Member Audit Committee- Member
Remuneration last drawn	No remuneration except sitting fees paid during FY 2019-20
Remuneration sought to be paid	No remuneration except sitting fees
Relationship with other Directors / Key Managerial Personnel	Wife of Sri T Sudhakar Pai Managing Director and mother of Mrs. Jyothi A Pradhan proposed CEO (if appointed) of the Company
Number of meetings of the Board attended during the year	7
Date of first appointment on the Board	03/10/2011
Shareholding in the Company as on March 31, 2020	347 Equity shares (0.00%)*

* holds on behalf of Kurlon Limited as nominee.