

NOTICE OF THE 7TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th Annual General Meeting of the Members of M/s. Kurlon Enterprise Limited will be held on Thursday the 20th day of September, 2018, at 4:00 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, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2018 together with the Report of the Auditors thereon.
3. To declare a final dividend for the financial year 2017-18 on equity shares.
4. To appoint a Director in place of Mrs. Jaya S Pai (DIN 00030515) who retires by rotation and being eligible offers herself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any Statutory modification(s) or re-appointment thereof, for the time being in force), re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountant, (Firm Registration No.: 008072S), be and is hereby ratified as the Statutory Auditor of the Company to hold office till the conclusion of the next Annual General Meeting of the Company at such remuneration, plus service tax, out-of-the pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS**6. RATIFICATION OF COST AUDITOR'S REMUNERATION**

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of ₹ 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, 2019 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."

7. TO ISSUE OF BONUS SHARES

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of the Company, to capitalize a sum of ₹ 4,29,75,065/- (Rupees Four Crore Twenty Nine lakhs Seventy Five Thousand Sixty Five Only) out of its Free Reserves / Securities Premium Account or such other Reserve Account, as per the audited financial statements of the Company for the financial year ended March 31, 2018, as may be considered appropriate by the Board of Directors and the said amount be applied for the purpose of issue of 8595013 bonus equity shares of ₹ 5/- (Rupee Five only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company including ESOP holders/trust, to the Exclusion of the Investors of the Company, whose names appear in the Register of members/list of Beneficial Owners on such date (“Record Date”) as may be fixed in this regard by the Board, in the proportion of 713 (Seven Hundred Thirteen) equity share for every 2000 (Two Thousand Only) existing equity share held by them.

RESOLVED FURTHER THAT If as a result of implementation of this resolution, any member become entitle to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate in respect of such fractional shares but the total number of such new equity shares representing such fraction shall be allotted by the Board to the nominee, to be selected by the Board, who would hold them as trustee for the equity shareholders who would have entitled to such fractions if any. Such nominee will be entitled to sell such equity shares and the net sale proceeds of such shares be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fraction thereof.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the ‘record date’ (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company

RESOLVED FURTHER THAT October 3, 2018 be fixed as the record date for this purpose.

RESOLVED FURTHER THAT in the case of members who hold equity shares or opt to receive the equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolution Mr. T. Sudhakar Pai, Managing Director of the Company and/or Mr. Monu Kumar Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with necessary E-form with the Registrar of Companies.”

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

Date: 10.08.2018

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. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their client ID/Folio No.
4. 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.
5. 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.
6. Pursuant to good corporate governance practices followed by the Company, the particulars of Director seeking appointment / reappointment at the meeting are annexed hereto.
7. 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.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2018 to 20th September, 2018 (both days inclusive).
9. Corporate Members desirous of seeking any information/clarification or explanation with regard to the Accounts or any items of the notice at the 7th 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.
10. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (I) OF THE COMPANIES ACT, 2013**ITEM NO. 6****Ratification of Remuneration of the Cost auditor:**

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 2018-2019, 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 commends 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, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said Resolution.

ITEM NO. 7**TO ISSUE OF BONUS SHARES**

In order to comply with the requirement of Investment agreement and with a view to dilute the collective shareholding of investors, the Company had approached its investors inter alia requesting them to forgo their entitlement in the bonus issue. The investors of the Company have agreed to forgo their entitlement in the bonus issue to be made by the Company. The Company has now proposed to seek approval of the shareholders of the Company to issue and allot fully paid up bonus shares to the members of the Company, to the Exclusion of the Investors i.e IBEF-II & IBEF-IIA, of the Company.

It is therefore proposed to capitalize a sum of ₹ 4,29,75,065/- (Rupees Four Crore Twenty Nine lakhs Seventy Five Thousand Sixty Five Only) out of its Free Reserves / Securities Premium Account or such other Reserve Account, as per the audited financial statements of the Company for the financial year ended March 31, 2018, as may be considered appropriate by the Board of Directors and the said amount be applied for the purpose of issue of 8595013 bonus equity shares of ₹ 5/- (Rupee Five only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company including ESOP holders/trust, to the Exclusion of the Investors of the Company, whose names appear in the Register of members/list of Beneficial Owners on such date ("Record Date") as fixed in this regard by the Board, in the proportion of 713 (Seven Hundred Thirteen) equity share for every 2000 (Two Thousand Only) existing equity share held by them. As a result of the proportionate basis of allotment which would be followed during the bonus issuance, there might be fractional shares. The Company shall deal with fractional shares in the manner as proposed in the resolution. As per the provision of Companies Act, 2013 read with Rules framed thereunder,

shareholders' approval is required to capitalize the reserves of the Company. The Board recommends passing of the special resolution as set out under item No.7 in the notice as a Special resolution.

The bonus shares on allotment shall rank pari-passu with existing equity shares of the Company. The proposed bonus issue is not in lieu of dividend.

None of the Directors/Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of the shares that may be allotted to them or to their relatives.

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

Date: 10.08.2018

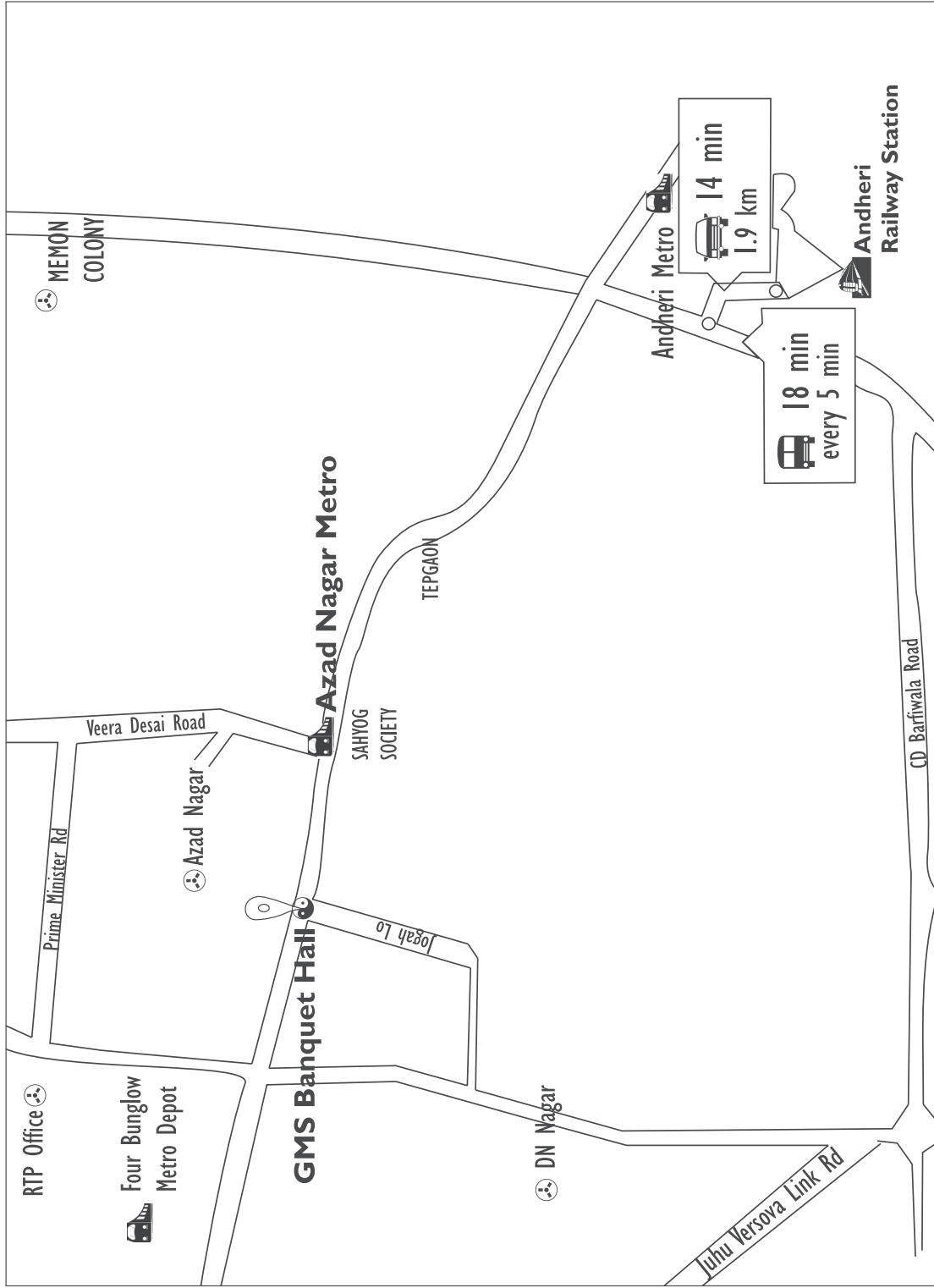
Place: Bangalore

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

Annexure A**Details of the Director seeking Re-Appointment in the forthcoming Annual General Meeting**

	Mrs. Jaya S Pai
DIN	00030515
Father's/Husband Name	Mr. T. Sudhakar Pai
Date of Birth	24.09.1958
Address	# 5, Chitrakala, Ananthanagar, Manipal, Udupi-576119
Designation	Director
Education	B.A.
Terms and conditions of re-appointment	Appointed as Non-Executive Director Liable to be retire by rotation
Other Companies in which hold Directorship	Metropolis Builders Pvt. Ltd. Manipal Holding Pvt. Ltd. Kurlon Limited Manipal Ecommerce Limited Deepa Jyothi Trading & Services Pvt. Ltd.
Other Companies in which holds membership of Committees	Kurlon Limited
Shareholding in the Company (No. & %)	256 Equity shares (0.0009%)

ROUTE MAP TO THE VENUE OF 7TH 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



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 7th Annual General Meeting of the Company, to be held on Thursday, 20th day of September, 2018 at 4.00 p.m. at Shri T. Ramesh U. Pai Memorial Hall 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 Standalone Financial Statements for the FY18		
2.	Adoption audited Consolidated Financial Statements for the FY18		
3.	To Final Dividend for the FY18		
4.	Re-appointment of Mrs. Jaya S Pai (DIN: 00030515) Director, retiring by rotation and being eligible offers herself for the same.		
5.	Ratification of M/s. Delloitte Haskins & Sells, Chartered Accountant as Statutory Auditor of the Company.		
Special Business:			
6.	To Ratify the Remuneration payable to M/s. GNV & Associates, Cost Auditors for the FY 2018-19.		
7.	To issue of Bonus Shares		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of September, 2018

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.



KURLON ENTERPRISE LIMITED

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

ATTENDANCE SLIP 7TH 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 7th Annual General Meeting of the Kurlon 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 Thursday, the 20th September, 2018.

(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.