

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, each as amended and subject to other applicable laws, rules and regulations, if any, including any statutory modification or re-enactment thereof for the time being in force and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) read with the General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) and pursuant to all other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members of the Company (as of the Cut-off date) through Postal Ballot by way of voting through electronic means (“Remote e-voting”), to transact the special business as set out herein below by passing Ordinary Resolution by way of postal ballot only by voting through electronic means (‘remote e-voting’). Communication of assent or dissent of the Members would take place only through the remote e-voting system. The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolution setting out the material facts concerning each resolution and the reasons and rationale thereof is annexed hereto for your consideration.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, the Company is offering facility of remote e-voting to all Members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the Remote E-voting facility to its Members. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Board has appointed Mr. Deepak Sadhu (Membership No. ACS 39541), Practicing Company Secretaries (“the Scrutinizer”) for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, May 01, 2024 and ends on Thursday, May 31, 2024 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote

Kurl-on Enterprise Ltd

Regd: No. 1002/1006, The Avenue, International Airport, Opp. Hotel Leela, Andheri (East), Mumbai - 400059. ☎ 022-28265686/88/89 (CIN: U36101MH2011PLC222657)

Corporate Office: Jai Bharat Industrial Area, Jalahalli, Camp Road, Muniswara Nagar, Yeswanthpur, Bangalore - 560 022. ☎ +91 8150C00103 | www.kurlon.com

e-voting. The result of the Postal Ballot shall be declared on or before Friday, May 31, 2024. The said results would be uploaded on the Company's website at www.kurlon.com.

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. May 30, 2024, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS;

Item No. 1: APPROVAL FOR THE RELATED PARTY TRANSACTIONS WITH M/S. SHEELA FOAM LIMITED (HOLDING COMPANY OF KURLON ENTERPRISE LIMITED) FOR AN AMOUNT NOT EXCEEDING IN THE AGGREGATE RS. 1000 CRORES FOR THE FINANCIAL YEAR 2024-25

*To consider and if thought fit, to give assent/ dissent, to the following resolution as an **ORDINARY RESOLUTION**:*

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute), the approval of the members of the Company be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Sheela Foam Limited ("SFL") Holding Company of the Company, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at arm's length and in the ordinary course of business by the related parties of the Company for an amount not exceeding in the aggregate Rs. 10,00,00,00,000/- (Rupees one thousand crores only), for the financial year 2024-2025;

RESOLVED FURTHER THAT the Board and/or the board of directors (including any duly constituted committee thereof) of the company be and are hereby authorized to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalize and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Holding Company in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect."

Regd. Office:
#1002/1006,
The Avenue, International Airport Road Opp.
Hotel Leela, Andheri (East)
Mumbai -400059.
CIN: U36101MH2011PLC222657

By order of the Board
For **KURLON ENTERPRISE LIMITED**

Monu Kumar
Company Secretary

Date: April 24, 2024
Place: Bengaluru

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this postal ballot notice.
2. In compliance with MCA Circulars, the Postal Ballot Notice alongwith Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, April 26, 2024 (“Cut-off date”). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.
3. Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form if any, are requested to submit their request with their valid email IDs to our RTA at support@purvahsare.com or secretary@kurlon.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
4. Members may note that the Notice of the Postal Ballot will also be available on the Company’s website www.kurlon.com.

Pursuant to Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the facility of remote

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e-voting to all the Members as per applicable Regulations relating to e-voting. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to its Members.

The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting.

5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, April 26, 2024 (“Cut-off date”). Members whose name appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will only be considered for the purpose of e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
6. The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under “INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING” in this Notice. Members are requested to read the same carefully.
7. The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-voting, and the result of the voting will be announced by the Chairperson or any person duly authorized, on or before Friday, May 31, 2024 and will also be displayed on the website of the Company i.e. www.kurlon.com.
8. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to secretary@kurlon.com.
9. The e-voting period commences on from 9.00 a.m. (IST) on Wednesday, May 01, 2024 and ends on Thursday, May 31, 2024 at 5.00 p.m. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of April 26, 2024 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the last date specified for E-Voting for the postal ballot voting process i.e. Thursday, May 30, 2024. The ordinary Resolution shall be declared as passed if the votes cast in favour are exceeding the number of votes, if any, cast against the Resolution by members, so entitled and voted.
11. A member cannot exercise his vote by proxy on Postal Ballot.

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

The remote e-voting period begins on Wednesday, May 01, 2024 (9:00 am) and ends on Thursday, May 30, 2024 (5:00 pm) 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.nsdl.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.</p>

	<p>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> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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. NSDL and you will be redirected to e-Voting website of NSDL for casting</p>

	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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 128427 then user ID is 128427001***

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 Ms. Soni Singh, Assistant Manager at 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:

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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@kurlon.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretary@kurlon.com.
3. Alternatively, Members may send a request to evoting@nsdl.co.in or secretary@kurlon.com for obtaining user id and password for e-voting by providing above mentioned documents.

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By order of the Board
For **KURLON ENTERPRISE LIMITED**

Monu Kumar
Company Secretary

Date: April 24, 2024
Place: Bengaluru

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 1**

It is brought to the attention of the Shareholders that as per the provisions of Section 188 of the Act and the applicable Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other law framed thereunder any Related Party Transactions requires prior approval of shareholders through an ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the net worth of the Company as per last audited financial statements of the Company.

The Audit Committee of the Company and the Board of Directors at their meetings held on 28th March, 2024 approved to enter into related party transactions with Sheela Foam Limited, Holding Company, for an amount of Rs. 1,000 crores for FY 2024-25. The Company proposes to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods(including capital goods), materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary Company or reimbursement of any transaction at arms' length pricing and in ordinary course of business of the Company.

Given that both the Companies have specific advantages over each other in terms of efficiently manufacturing and marketing/selling the end products, the Companies intend to utilize each other's facilities and capabilities to operate in the most efficient way. Due to this, the gross related party transactions may increase to the threshold of the limit of the Board. Therefore, the Company is seeking approval of the related party transactions with its holding Company Viz. Sheela Foam Limited for the amount not exceeding in the aggregate Rs. 10,00,00,00,000/- (Rupees one thousand crores only), for the financial year 2024-2025.

Disclosures, pursuant to the provisions of section 188 of the Companies Act, 2013 are as follows:

Sr. No.	Particulars	Details
1	Name of the related party and nature of relationship	Sheela Foam Limited, Holding Company
2	Name of the director or key managerial personnel who is related, if any;	Please refer Para 6 of the explanatory statement to this notice
3	The nature, material terms, duration of the contract, monetary value and particulars of the contract or arrangement	Nature and particulars of transaction: <ul style="list-style-type: none">• sale, purchase or supply of any goods or materials• selling or otherwise disposing of, or buying, leasing of property of any kind• availing or rendering of any services

		<ul style="list-style-type: none">• appointment of agent for purchase or sale of goods (including capital goods)• materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its Holding or subsidiary Company• reimbursement of any transaction• Royalty <p>Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).</p> <p>Duration: For the financial year 2024-25 and will go on for every financial year</p> <p>Value: Rs. 1000 Crore</p>
6	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Board of directors of the Company recommends the resolution as set out at Item no. 1 in the accompanying notice for approval of the members as an Ordinary resolution.

As on the date of proposing the resolution, M/s Sheela Foam Limited ("SFL") is holding 3,55,45,951 equity shares amounting to 97.24% in the Company. Further, Mr. Rahul Gautam (DIN: 00192999) and Mr. Tushaar Gautam (DIN: 01646487) who are directors and key managerial personnel of the Company are also a director on the Board of Sheela Foam Limited, who holds Nil equity share capital of KEL. Further the independent directors of the Company viz. Ms. Meena Jagitiani (DIN: 08396893) and Mr. Ravindra Dhariwal (DIN: 00003922) are also independent directors of Sheela Foam Limited. Accordingly, the directors, key managerial personnel and/or their relatives may be deemed to be concerned or interested in the resolution at item no. 1 of the notice, directly or indirectly, to the extent of respective shareholding in the Company and/or the promoter group of the Company or otherwise for holding the above positions in SFL. Except as disclosed above, none of the directors and/or key managerial personnel of the Company and/or their relatives are concerned or interested in these resolution.

The relevant documents are available for inspection at the Registered Office of the Company both in physical or electronic mode, at any working day during business hours.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the Instructions as set out herein.

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By order of the Board
For **KURLON ENTERPRISE LIMITED**

Monu Kumar
Company Secretary

Date: April 24, 2024
Place: Bengaluru

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