

NOTICE

NOTICE is hereby given that the 56th Annual General Meeting of the Members of M/s. Kurlon Limited will be held on Wednesday, the 26th September, 2018, at 11.30 a.m. at Shri T. Ramesh U. Pai Memorial Hall at Kurlon Factory, Jalahalli Camp Road, Yeshwantpur, Bangalore – 560022 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 appoint a Director in place of Mrs. Jaya S Pai (DIN: 00030515), who retires by rotation and being eligible offers herself for re-appointment.
4. 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 Vasudev Pai & Co., Chartered Accountant, (Firm Registration No. 004560S), 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:**5. RATIFICATION OF COST AUDITORS' 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 ₹ 75000/- (Rupees Seventy Five 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 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.”

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

Date: 10.08.2018

Place: Bangalore

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE THERE AT INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE SITUATED AT N – 301, III FLOOR, NORTH BLOCK, MANIPAL CENTRE, 47 DICKENSON ROAD, BANGALORE – 560042 NOT LESS THAN FORTY-EIGHT 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. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting at the registered office of the company with kind attention Mr. Monu Kumar, Company Secretary.
3. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business under Item No. 5 above, is annexed hereto.
4. Pursuant to good corporate governance practices followed by the Company, the particulars of Directors seeking appointment / reappointment at the meeting are annexed hereto.
5. A route map giving directions to reach the venue of the 56th Annual General Meeting is given at the end of the Notice.
6. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2018 to 26th September, 2018 (both days inclusive).
8. Members are hereby informed that after the amendment of the erstwhile Companies Act, 1956, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ('the Fund') established by the Central Government. Sections 124 and 125 of the Companies Act, 2013 ('the Act'), read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), applicable w.e.f. 7th September, 2016, also make similar provisions for transfer of unclaimed/ unpaid dividend to the Fund.

As per the above provisions, unclaimed/ unpaid dividend for the financial year ended 31st March, 2010 & 2011 has been transferred by the Company to the Fund. Members who have not yet encashed their dividend warrant(s) for any subsequent financial years are requested to make their claims to the Company without any delay.

It may be noted that unclaimed dividend for the financial year 2011-12 declared on 28th September, 2012, can be claimed by the Members by 04th November, 2019.

Members are also requested to note that, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, the Company is obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to an IEPF Demat Account. Accordingly, to comply with the requirements set out in the Rules, individual communication has already been sent by the Company at the latest available address of those

shareholders whose shares are liable to be transferred to IEPF Suspense Account and who has not claimed their dividend for the FY 2010-11 so far. The Company has also uploaded unclaimed dividend details and details of such shareholders whose shares are due for transfer to IEPF Suspense Account, on its website at www.kurlon.com. You are requested to refer to the 'investors' tab on the Company's website to verify the details of such unclaimed dividend and shares liable to be transferred to IEPF suspense account and claim the respective dividends due to you by making an application immediately to us. In case no communication is received by 01.08.2018 (relating to the unclaimed dividend 2010-11), the Company shall with a view to adhering with the requirement of the Rules, transfer the shares to the IEPF Suspense Account by the due date as per the procedure set out in rules. No claim shall lie against the Company in respect of unclaimed dividend amount and shares transferred to IEPF pursuant to said Rules. However, Members/ claimants whose unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

9. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries in writing/email to the Company at secretary@kurlon.org at least ten (10) days prior to the Meeting so that the required information can be made available at the Meeting.
10. Members/Proxies attending the meeting are requested to bring the attendance slips duly filled in for attending the Meeting.
11. Members are requested to notify any change in their address/mandate/ bank details immediately to the share transfer Agent of the Company.
12. As per the provisions of Section 72 of the Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms can be downloaded from internet. Members holding shares in physical form are requested to submit the forms Either to Company or its RTA i.e M/s Purva Shareregistry (India) Pvt. Ltd. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
13. 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 Register and share transfer agent (RTA) of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).

14. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 56th Annual General Meeting (AGM) by electronic means. Members may cast their votes by using the e-voting services provided by National Securities Depository Ltd. ('NSDL'), i.e. facility of casting votes by using an electronic voting system from a place other than the venue of the AGM ('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. Please note that the password is an initial password.
 - 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. Note new password. 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 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 kurlonscrutinizer@gmail.com or evoting@kurlon.org with a copy marked to evoting@nsdl.co.in.
- B. In case of Members whose email addresses are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided in **Annexure** sent with the AGM Notice Please follow all steps from Sl. No. (ii) To Sl. No. (xi) Above, to cast your vote.
- C. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote and if you forgot your password, you can reset your password by using “forgot user details/password” option available on www.evoting.nsdl.com.
- D. 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. 19th September, 2018. 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 23.09.2018 (10.00 am) and ends on 25.09.2018(5:00 P.M.). The e-voting module shall be disabled by NSDL for voting thereafter.
- E. 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. 19th September, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

15. General instructions/ information for Members for voting on the Resolutions:

- a) Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

- b) Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on 19th September, 2018 ('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.
- d) Mr. Deepak Sadhu, Practicing Company Secretaries (Membership No. 39541) has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the AGM, in a fair and transparent manner.
- e) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.
- f) The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than twenty four hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- g) Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Wednesday, 26th September, 2018.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (I) OF THE COMPANIES ACT, 2013**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 2018-2019, at a remuneration of ₹ 75,000/- plus applicable taxes and out-of-pocket expenses. 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 ₹ 75,000/- 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 or their relatives is, in any way, concerned or interested in the Resolution at Item No.5 of the Notice.

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

Date: 10.08.2018
Place: Bangalore

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

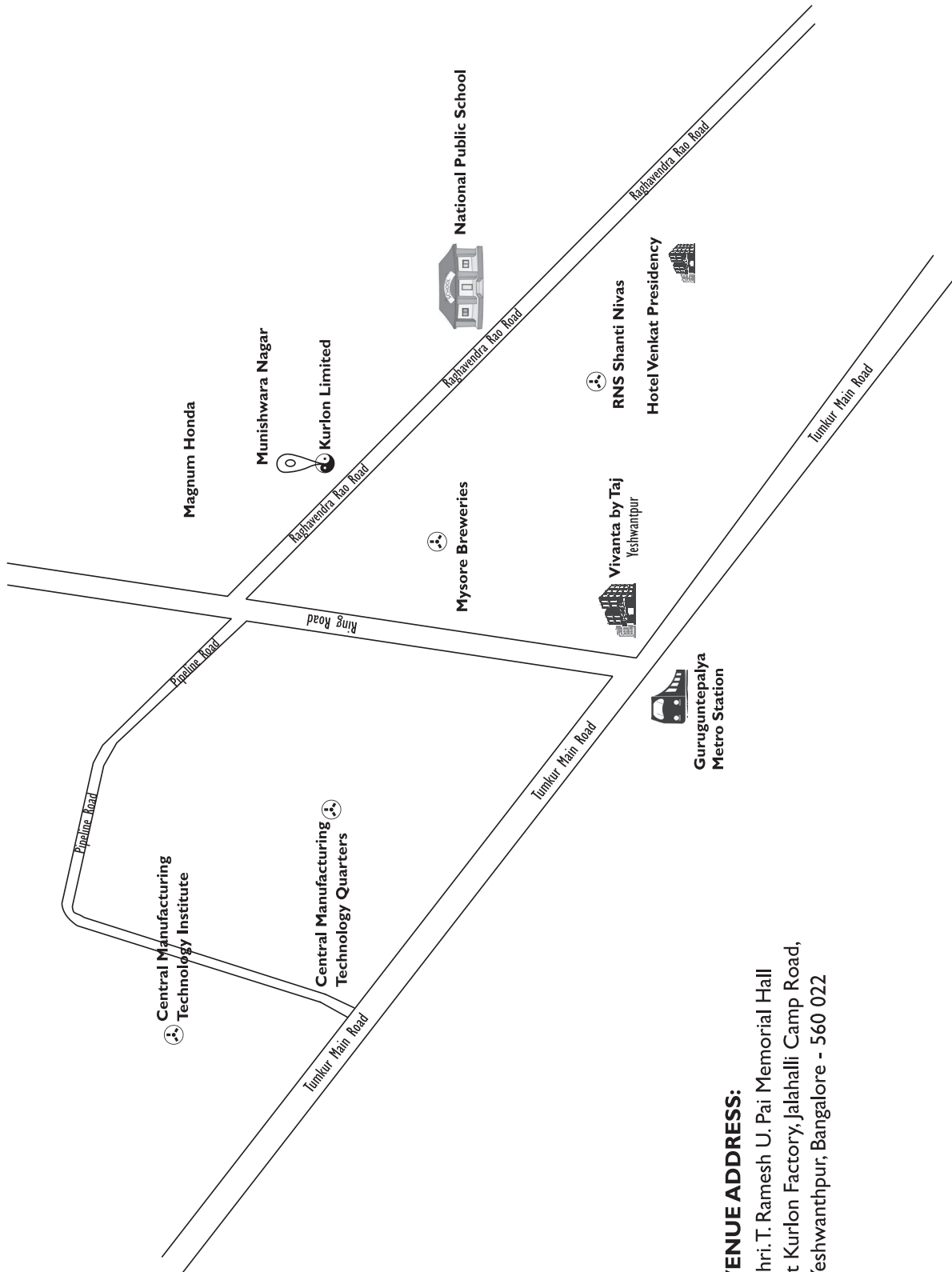
Annexure A

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 Ecommerce Limited Manipal Holding Pvt. Ltd. Kurlon Enterprise Limited Deepa Jyothi Trading & Services Pvt. Ltd.
Other Companies in which holds membership of Committees	Kurlon Enterprise Limited
Shareholding in the Company (No. & %)	368491 (2.48%) Equity shares

ROUTE MAP OF VENUE OF 56TH ANNUAL GENERAL MEETING

Route Map to the venue of the AGM



VENUE ADDRESS:

Shri. T. Ramesh U. Pai Memorial Hall
 at Kurlon Factory, Jalahalli Camp Road,
 Yeshwanthpur, Bangalore - 560 022

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KURLON LIMITED

Registered Office: N-301, III Floor, North Block, Front Wing, Manipal Centre 47, Dickenson Road, Bangalore - 560 042

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 56th Annual General Meeting of the Company, to be held on Wednesday, 26th day of September, 2018 at 11.30 a.m. at Shri T. Ramesh U. Pai Memorial Hall at Kurlon Factory, Jalahalli Camp Road, Yeshwanthpur, Bangalore - 560022 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.	Re-appointment of Mrs. Jaya S Pai (DIN: 00030515) Director, retiring by rotation and being eligible offers herself for the same.		
4.	Ratification of M/s. Vasudev Pai & Co., Chartered Accountant as Statutory Auditor of the Company.		
Special Business:			
5.	To Ratify the Remuneration payable to M/s. GNV & Associates, Cost Auditors for the FY 2018-19.		

* 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.

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KURLON LIMITED

Registered Office: N-301, III Floor, North Block, Front Wing, Manipal Centre

ATTENDANCE SLIP
56TH 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 56th Annual General Meeting of the Kurlon Ltd., at Shri T Ramesh U. Pai Memorial Hall at Kurlon Factory, Jalahalli Camp Road, Yeshwanthpur, Bangalore-560022, on Wednesday, the 26th 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.