

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of shareholders of Kurlon Enterprise Limited (the "Company") will be held on Tuesday, the 28<sup>th</sup> Day of November, 2017 at 4.00 P.M., at the Corporate office of the Company at N-301, 3<sup>RD</sup> Floor, North Block Manipal Centre, 47, Dickenson Road, Bangalore-560042 India, to transact the following business:

**AS SPECIAL BUSINESS**

**Item No. I**

**To approve issue of Bonus Shares;**

To consider and, if thought fit, to pass 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 Rs. 2,65,45,600/- (Rupees Two Crore Sixty Five lakhs Forty Five Thousand Six Hundred 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, 2017, as may be considered appropriate by the Board of Directors and the said amount be applied for the purpose of issue of bonus equity shares of Rs. 5/- (Rupee Five only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, to the exception 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 353 (Three Hundred Fifty Three) equity share for every 1250 (One Thousand Two Hundred Fifty 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** 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 board  
For KURLON ENTERPRISES LIMITED**

**Date: 02.11.2017**

**Place: Bangalore**



**(MONU KUMAR)  
Company Secretary**

**NOTES:**

1. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, which set out details relating to special Business at the EGM is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
A person can act as proxy on behalf of member not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company.
3. Corporate members intending to send their authorized representative to attend meeting are requested to send a duly certified copy of Board Resolution authorizing their representative to attend and vote at the EGM.
4. Members/proxies should fill in the attendance slip for attending the EGM. Attendance slip and proxy form as prescribed under Companies Act, 2013, is enclosed with notice.
5. Documents referred to in the proposed resolution are available for inspection at the registered office of the Company during normal business hours on working days between 9:30 a.m. to 5:30 p.m. except holidays, up to the date of EGM.
6. The Board of Directors at their duly convened Board meeting held on 02<sup>nd</sup> November, 2017 has fixed 10<sup>th</sup> November, 2017 as the record date for the purpose of bonus issue.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
8. A route map showing location for venue of EGM is annexed with notice.
9. 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 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.

Date: 02.11.2017

Place: Bangalore

For and on behalf of board  
For KURLON ENTERPRISE LIMITED



(MONU KUMAR)  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(I) OF THE COMPANIES ACT, 2013.****ITEM NO. I**

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 exception of the Investors i.e IBEF-II & IBEF-IIA, of the Company.

It is therefore proposed to capitalize a sum of Rs. 2,65,45,600/- (Rupees Two Crore Sixty Five lakhs Forty Five Thousand Six Hundred 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, 2017, as may be considered appropriate by the Board of Directors of the Company for the purpose of issue of bonus equity shares of Rs. 5/- (Rupees Five only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, to the exception of 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 353 equity share for every 1250 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.1 in the notice as a special resolution.

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.

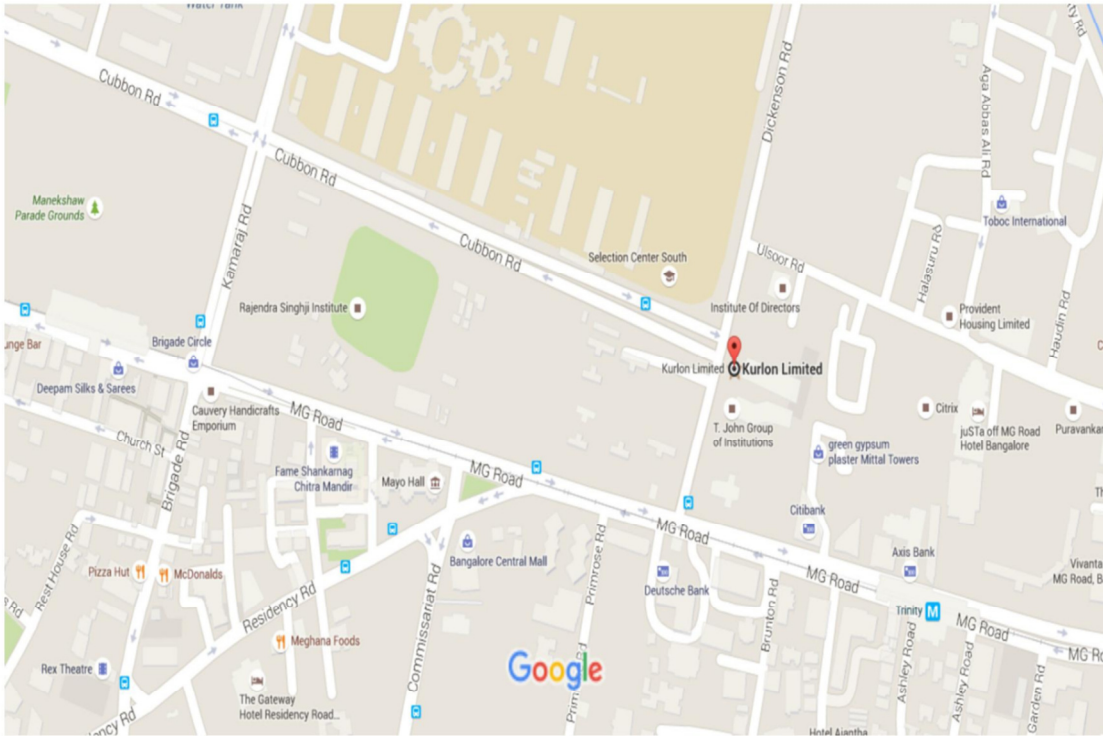
**For and on behalf of board  
For KURLON ENTERPRISE LIMITED**

**Date: 02.11.2017**

**Place: Bangalore**

  
**(MONU KUMAR)**  
**Company Secretary**

KURLON ENTERPRISES LIMITED /ROUTE MAP FOR EGM  
VENUE N-301, 3RD FLOOR, FRONT WING, NORTH BLOCK, DICKENSON ROAD, MAHPAL  
CENTRE, BANGALORE-560042



## KURLON ENTERPRISE LIMITED

**Regd. Office:** #1002/1006, the Avenue, International Avenue Opp Hote Leela,  
Andheri (East) Mumbai-400059  
**Corp. Office:** N-301, III Floor, North Block, Front Wing, Manipal Centre 47,  
Dickenson Road, Bangalore -560 042

### FORM NO. MGT-II 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 Extra Ordinary General Meeting of the Company, to be held on Tuesday, the 28<sup>th</sup> day of November, 2017 at 4.00 p.m. at N-301, North Block, 3<sup>rd</sup> Floor, Manipal Centre, 47, Dickenson Road, Bangalore-560042 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
<b>Special Business</b>			
1.	To approve issue of Bonus Shares		

Signed this \_\_\_\_\_ day of November, 2017

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 either at the Registered Office or corporate 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

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Dickenson Road, Bangalore -560 042

### ATTENDANCE SLIP EXTRA ORDINARY GENERAL MEETING ("EGM")

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 this Extra Ordinary General Meeting of the Company, at N-301, North Block, 3<sup>rd</sup> Floor, Manipal Centre, 47, Dickenson Road, Bangalore-560042, on Tuesday, the 28<sup>th</sup> November, 2017.

\_\_\_\_\_  
(Member's /Proxy's Signature)

Note:

- 1) 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.
- 2) A proxy need not be a member of the Company.
- 3) 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.
- 4) The submission by a member of this form of proxy will not preclude such from attending in person and voting at the meeting.