



## **KPL INTERNATIONAL LIMITED**

CIN: U23209DL1974PLC029068

Regd. office: 212A, 216 & 222, 2nd Floor, Indraprakash, 21  
Barakhamba Road, New Delhi 110 001

Phone: +91 11 43579200, Fax: +9111 23321019

Email: info@kplintl.com, Website: www.kplintl.com

### **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **KPL International Limited** will be held on Friday, **the 27<sup>th</sup> day of March, 2020 at 03:00 P.M.** at the Registered Office of the Company at 212A, 216 & 222, 2<sup>nd</sup> Floor, Indraprakash 21, Barakhamba Road, New Delhi- 110001 to transact the following business:

#### **AS SPECIAL BUSINESS**

1. Re-appointment of Shri Vinay Kumar Bagla (DIN: 00051959) as an Independent Director for another period of five consecutive years with effect from 31<sup>st</sup> March, 2020.

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Shri Vinay Kumar Bagla (DIN: 00051959), who was appointed as an Independent Director of the Company for a term up to 30<sup>th</sup> March, 2020, being eligible for being reappointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Shri Vinay Kumar Bagla as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office for another period of five consecutive years with effect from 31<sup>st</sup> March 2020 upto 30<sup>th</sup> March, 2025, and whose office shall not be liable to retire by rotation.”

2. Re-appointment of Shri Rohit Mundra (DIN: 00092293) as an Independent Director for another period of five consecutive years with effect from 31<sup>st</sup> March, 2020.

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Shri Rohit Mundra (DIN: 00092293), who was appointed as an Independent Director of the Company for a term up to 30<sup>th</sup> March, 2020, being eligible for being reappointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Shri Rohit Mundra as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office for another period of five consecutive years with effect from 31<sup>st</sup> March 2020 upto 30<sup>th</sup> March, 2025, and whose office shall not be liable to retire by rotation.”

#### **Registered Office:**

212A, 216 & 222, 2<sup>nd</sup> Floor,  
Indraprakash, 21 Barakhamba Road,  
New Delhi 110 001

Date: 29.02.2020

By order of the Board

Surinder Kumar Kak  
Managing Director

#### NOTES FOR ATTENTION OF MEMBERS

1. **A MEMBER IS ENTITLED TO ATTEND AND VOTE, IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, should be duly completed, stamped, dated and signed and deposited at the Registered office of the Company or the Registrar and Share Transfer Agent of the Company, RCMC Share Registry Private Limited, B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, Delhi 110 020.  
**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. Proxy in order to be effective must be lodged with the Company at its Registered Office not less than forty-eight hours before the meeting. A blank proxy form is enclosed hereto.
3. Corporate Members are requested to send to the Company / Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 / Power of Attorney authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
4. Members are requested to address all share related correspondence to the Registrar and Share Transfer Agent of the Company, RCMC Share Registry Private Limited, B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, Delhi 110 020. In all correspondence, members are requested to quote their folio numbers and in case their shares are held in the de-materialized form, they should quote their Client-ID Number and DP-ID Number.
5. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature for admission to the meeting hall.
6. Members who hold shares in de-materialized form are requested to bring their Client-ID and DP-ID Nos. for easier identification of attendance at the meeting.
7. Pursuant to Section 72 of the Companies Act, 2013, Shareholders may file nomination in respect of their shareholding in the prescribed Form SH-13 as prescribed under Companies (Share Capital and Debentures) Rules, 2014.
8. A statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed hereto.
9. The route map to the venue of the Meeting is enclosed with this notice.

## **Explanatory statement pursuant to Section 102 of the Companies Act, 2013**

### **Re: Item No. 1**

Shri Vinay Kumar Bagla (DIN: 00051959) was appointed as an Independent Director on the Board of the Company on 31<sup>st</sup> March 2015 and shareholder of the Company at the 41<sup>st</sup> Annual General Meeting held on 10<sup>th</sup> September, 2015 approved the appointment of Shri Vinay Kumar Bagla as Independent Director for a period of five consecutive years w.e.f. 31<sup>st</sup> March 2015. As per provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by the shareholders.

The Company has received a Notice in writing from a shareholder under Section 160 of the Companies Act, 2013, proposing re-appointment of Shri Vinay Kumar Bagla as an Independent Director of the Company.

The Company has also received intimation in Form DIR-8 from Shri Vinay Kumar Bagla that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the and his consent to act as a Director.

Based on the recommendations of the Nomination and Remuneration Committee and keeping in view the expertise of Shri Vinay Kumar Bagla, the Board of Directors at its meeting held on 11<sup>th</sup> February, 2020 approved the re-appointment of Shri Vinay Kumar Bagla as Independent Director of the Company for another period of five consecutive years w.e.f. 31<sup>st</sup> March 2020, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

In the opinion of the Board, Shri Vinay Kumar Bagla fulfills the conditions for his re-appointment as an Independent Director as specified in the Companies Act, 2013 and is independent of the management.

Shri Vinay Kumar Bagla aged about 66 years. He has graduated with B.Tech Degree in Chemical Engineering from IIT in 1976. He has vast experience in the field of management and administration. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri Vinay Kumar Bagla as an Independent Director of the Company.

Shri Vinay Kumar Bagla is a member of Audit Committee, CSR Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

He does not hold any shares in the Company. He is not related to any other Director/KMP of the Company.

Upto 11<sup>th</sup> February, 2020 he has attended 2(two) out of 5 (Five) Board Meetings, 2(two) out of 5 (Five) Audit Committee Meetings, 1(one) out of 2(two) Nomination and Remuneration Committee Meetings and 3 (three) out of 3 (three) CSR Committee Meetings held during Financial Year 2019-20.

He holds Directorship in the following other Companies:

<b>Name of the Company</b>	<b>Position Held</b>
Vardhan Ltd.	Director
North East Garments Private Limited	Director
Kashipur Holdings Limited	Director
Creative Tubes Private Limited	Director
Orient Packagings Limited	Director
Orient Instruments Private Limited	Wholetime Director
Zipper Trading Enterprises Limited	Director

Copy of the draft letter for re-appointment of Shri Vinay Kumar Bagla as an Independent Director setting out the terms and conditions is available for inspection by the shareholders at the Registered Office of the Company on any working day between 11.00 A. M. and 1.00 P. M. till the date of EGM of the Company.

The re-appointment of Shri Vinay Kumar Bagla as an Independent Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Hence, the Special Resolution set out in Item No. 1 of the Notice is placed for your approval. The Board of Directors recommends passing of the said resolution in the interest of the Company.

Except Shri Vinay Kumar Bagla, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

## **Re: Item No. 2**

Shri Rohit Mundra (DIN: 00092293) was appointed as an Independent Director on the Board of the Company on 31<sup>st</sup> March 2015 and shareholder of the Company at the 41<sup>st</sup> Annual General Meeting held on 10<sup>th</sup> September, 2015 approved the appointment of Shri Rohit Mundra as Independent Director for a period of five consecutive years w.e.f. 31<sup>st</sup> March 2015. As per provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by the shareholders.

The Company has received a Notice in writing from a shareholder under Section 160 of the Companies Act, 2013, proposing re-appointment of Shri Rohit Mundra as an Independent Director of the Company.

The Company has also received intimation in Form DIR-8 from Shri Rohit Mundra that he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the and his consent to act as a Director.

Based on the recommendations of the Nomination and Remuneration Committee and keeping in view the expertise of Shri Rohit Mundra, the Board of Directors at its meeting held on 11<sup>th</sup> February, 2020 approved the re-appointment of Shri Rohit Mundra as Independent Director of the Company for another period of five consecutive years w.e.f. 31<sup>st</sup> March 2020, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

In the opinion of the Board, Shri Rohit Mundra fulfills the conditions for his re-appointment as an Independent Director as specified in the Companies Act, 2013 and is independent of the management.

Shri Rohit Mundra aged about 55 years. He has graduated with B.E(H) Degree in Mechanical Engineering from BITS, Pilani. He has vast experience of about 31 years in the field of management and administration. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri Rohit Mundra as an Independent Director of the Company.

Shri Rohit Mundra is a member of Audit Committee, CSR Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

He does not hold any shares in the Company. He is not related to any other Director/KMP of the Company.

Upto 11<sup>th</sup> February, 2020, he has attended 4 (four) out of 5 (Five) Board Meetings, 1(one) out of 2(two) Nomination and Remuneration Committee Meetings and 4(four) out of 5 (Five) Audit Committee Meetings held during Financial Year 2019-20.

He holds Directorship in the following other Companies:

<b>Name of the Company</b>	<b>Position Held</b>
Orient Packagings Limited	Director
Supreme Marketing And Allied Services Private Limited	Director

Copy of the draft letter for re-appointment of Shri Rohit Mundra as an Independent Director setting out the terms and conditions is available for inspection by the shareholders at the Registered Office of the Company on any working day between 11.00 A. M. and 1.00 P. M. till the date of EGM of the Company.

The re-appointment of Shri Rohit Mundra as an Independent Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Hence, the Special Resolution set out in Item No. 1 of the Notice is placed for your approval. The Board of Directors recommends passing of the said resolution in the interest of the Company.

Except Shri Rohit Mundra, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

**Registered Office:**

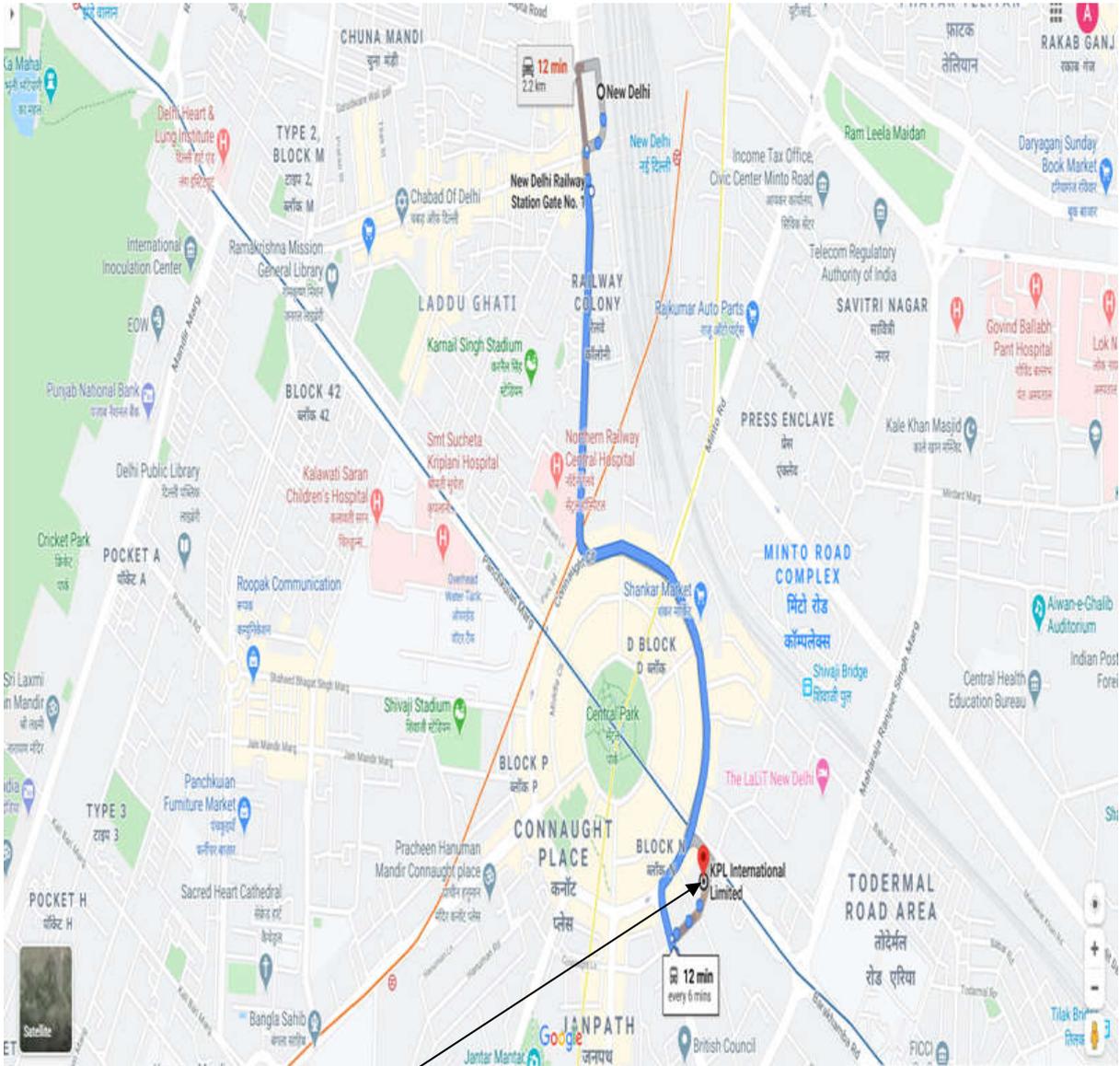
212A, 216 & 222, 2<sup>nd</sup> Floor,  
Indraprakash, 21 Barakhamba Road,  
New Delhi 110 001

Date:29.02.2020

By order of the Board

Surinder Kumar Kak  
Managing Director

## MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING



**Venue of the Extra-ordinary General Meeting - 212A, 216 & 222, 2<sup>nd</sup> Floor, Indraprakash 21, Barakhamba Road, New Delhi- 110001**



# KPL INTERNATIONAL LIMITED

CIN: U23209DL1974PLC029068  
Regd. office: 212A, 216 & 222, 2nd Floor, Indraprakash, 21  
Barakhamba Road, New Delhi 110 001  
Phone: +91 11 43579200, Fax: +9111 23321019  
Email: info@kplintl.com, Website: www.kplintl.com

## PROXY FORM Form No.MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]

CIN : U23209DL1974PLC029068  
Name of the Company : KPL INTERNATIONAL LIMITED  
Registered Office : 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi 110001

Name of the Member (s):	
Registered Address:	
E-mail Id:	Folio / DP ID & Client ID No.:

I/We, being the member(s), holding .....Shares of the above named company, hereby appoint

1. Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him

2. Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him

3. Name: ..... Address: .....

E-mail Id: ..... 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 Friday, 27th day of March, 2020 at 03.00 P.M. at 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi - 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Special Business</b>	
1	Special Resolution: Re-appointment of Shri Vinay Kumar Bagla (DIN: 00051959) as an Independent Director for another period of five consecutive years with effect 31st March, 2020.
2	Special Resolution: Re-appointment of Shri Rohit Mundra (DIN: 00092293) as an Independent Director for another period of five consecutive years with effect from 31st March, 2020.

Signed this .....day of..... 2020

Signature of shareholder(s) .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company/Registrar & Share Transfer Agent, RCMC Share Registry Pvt. Limited, not less than 48 hours before the commencement of the meeting.**



## KPL INTERNATIONAL LIMITED

CIN: U23209DL1974PLC029068

Regd. office: 212A, 216 & 222, 2nd Floor, Indraprakash, 21  
Barakhamba Road, New Delhi 110 001

Phone: +91 11 43579200, Fax: +9111 23321019

Email: info@kplintl.com, Website: www.kplintl.com

### EXTRA-ORDINARY GENERAL MEETING ATTENDANCE SLIP

1. Name(s) of Member(s) :  
Including joint holders, if any
  
2. Registered address of the Sole / First :  
named Member
  
3. DP ID No. & Client ID No./ :  
Registered Folio No.
  
4. No. of shares held :

I / We hereby record my / our presence at the Extra-Ordinary General Meeting of the Company on Friday, 27th day of March, 2020 at 03.00 P.M. at 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi - 110001.

Signature of the Shareholder/ Proxy present .....

Notes: Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip and handover the same duly signed at the entrance of the meeting hall.