



## **KPL INTERNATIONAL LIMITED**

CIN: U23209DL1974PLC029068

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

Phone: +91 11 43606200, Fax: +91 11 23355824

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

### **NOTICE TO THE SHAREHOLDERS**

Shorter Notice is hereby given that the Extra-Ordinary General Meeting (01/2022-23) of the members of **KPL International Limited** will be held on Friday, the **05<sup>th</sup> day of August, 2022** at **11:30 A.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. To Approve the Scheme of Loan to Managing Director, Whole -time Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

**“RESOLVED THAT** in accordance with the provisions of section 185(3)(a)(ii) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) change or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to approve a Scheme of Loan for its Managing Director, Whole -time Director or any other Director carrying any other designation who is in full time employment of the Company “

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds & things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

Date: 01.08.2022

By order of the Board

Karishma  
Company Secretary

## 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. Consent to hold the EGM on shorter notice is attached herewith. Members are requested to share copy of signed consent before the meeting time.
5. 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 110020. 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.
6. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature for admission to the meeting hall.
7. 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.
8. 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.
9. 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.
10. 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**

**Item No. 1**

The Board proposes to introduce the scheme for giving loan to a Managing Director, Whole Time Director or any other Director carrying any other designation who is in full time employment of the Company in deserving cases.

In terms of section 185(1) of the Companies Act, 2013, no Company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person with whom the director is interested. However, Section 185(1) is not applicable to Managing Director and Whole Time Director if the loan is given to them pursuant to any scheme approved by the members of the company by passing a special resolution.

The Board of Directors of the Company in their meeting held on 29<sup>th</sup> July 2022 has approved the scheme of loan to Managing Director, Whole Time Director or any other Director carrying any other designation who is in full time employment of the Company.

In terms of section 185(3)(a)(ii) of the Companies Act, 2013, the consent of the members by way of a special resolution is required for adoption of above scheme.

Hence, the Board recommend the approval of this resolution by the members by way of a special resolution.

Except Mr. Surinder Kumar Kak and his relatives, none of the other Directors, Key Managerial Personnel or their relative is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

Scheme attached for the approval of shareholders.

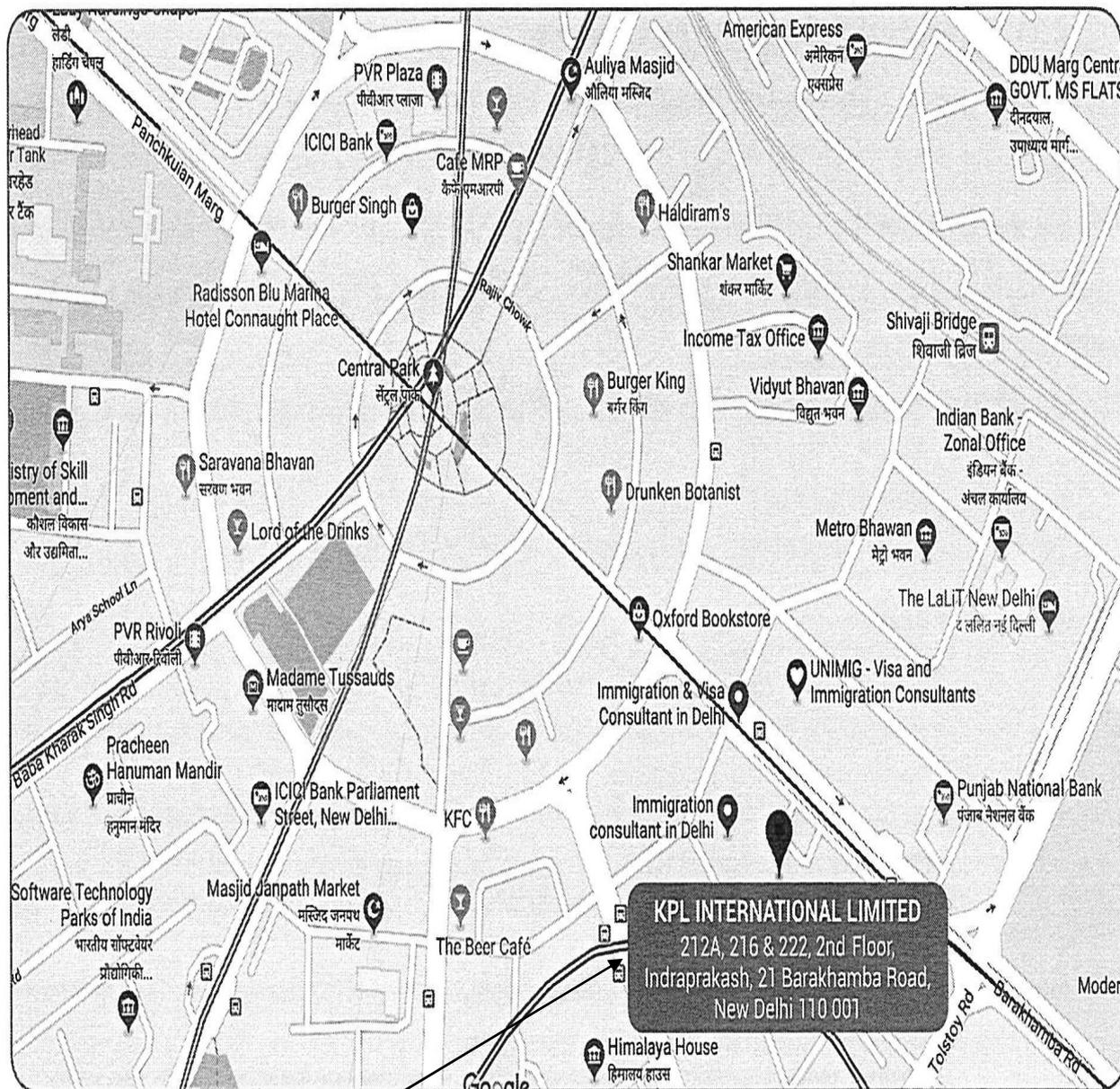
**Registered Office:**  
212A, 216 & 222, 2<sup>nd</sup> Floor,  
Indraprakash, 21 Barakhamba Road,  
New Delhi 110 001

Date: 01.08.2022

By order of the Board

Karishma  
Company Secretary

**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**

**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	Folio/DPID & Client ID

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

1. Name:.....Address:.....  
Email Id:.....Signature.....or failing him

2. Name:.....Address:.....  
E-mail Id..... Signature:.....or failing him

3. Name:.....Address:.....  
E-mailId:.....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, the 05<sup>th</sup> day of August, 2022 at 11.30 A.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	For	Against
Special Business			
1.	To approve the Scheme of Loan to Managing Director, Whole-time Director		

Signed this .....day of .....2022

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.

**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, the 05<sup>th</sup> day of August, 2022 at 11.30 A.M. at 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi - 110001.

Signature of the Shareholder/ Proxy present

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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.