



## **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 an Extra-Ordinary General Meeting (02/2022-23) of the members of **KPL International Limited** will be held on Monday, the **27<sup>th</sup> day of March, 2023** at **11:00 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 BUSINESSES:**

##### **1. Alteration in Object Clause of Memorandum of Association**

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

**“RESOLVED THAT** pursuant to Section 13 & other applicable provisions, if any, of the Companies Act, 2013 including Rules made thereunder as well as any other applicable laws for the time being in force the Clause III (B) of Memorandum of Association of the Company be and is hereby altered as follows by inserting the following sub clause under Clause III (B):

**71. “To carry on the business either directly by the Company or through Special Purpose Vehicle (SPV) in india or outside India of development and sale of electronic and mechatronic modules and control devices for the automotive, consumer goods, power tool electronics and building automation industries.”**

**“RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms, application or documents, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

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

By order of the Board

Karishma  
Company Secretary

Dated: 22<sup>nd</sup> March, 2023

## 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, Ist 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, Ist 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.
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.

### Registered Office:

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

By order of the Board

Karishma  
Company Secretary

Dated: 22<sup>nd</sup> March, 2023

## EXPLANATORY STATEMENT

**(Pursuant to Section 102 of the Companies Act, 2013)**

### **Item No. 1**

The Company is constantly on the lookout for diversification of its operations which would further strengthen its operation and increase the profitability of the Company.

For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities, it is proposed to amend the object clause by inserting the following new sub-clauses 71 under Clause III(B) of Memorandum of Association of the Company:

71. "To carry on the business either directly by the Company or through Special Purpose Vehicle (SPV) in india or outside India of development and sale of electronic and mechatronic modules and control devices for the automotive, consumer goods, power tool electronics and building automation industries."

The draft Copy of the Memorandum of Association of the Company is available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 11:00 A.M. to 1:00 P.M. upto and including the date of EGM and also at the venue of the meeting.

Hence, the Resolution set out in Item No. 1 of the Notice is placed for your approval.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

### **Registered Office:**

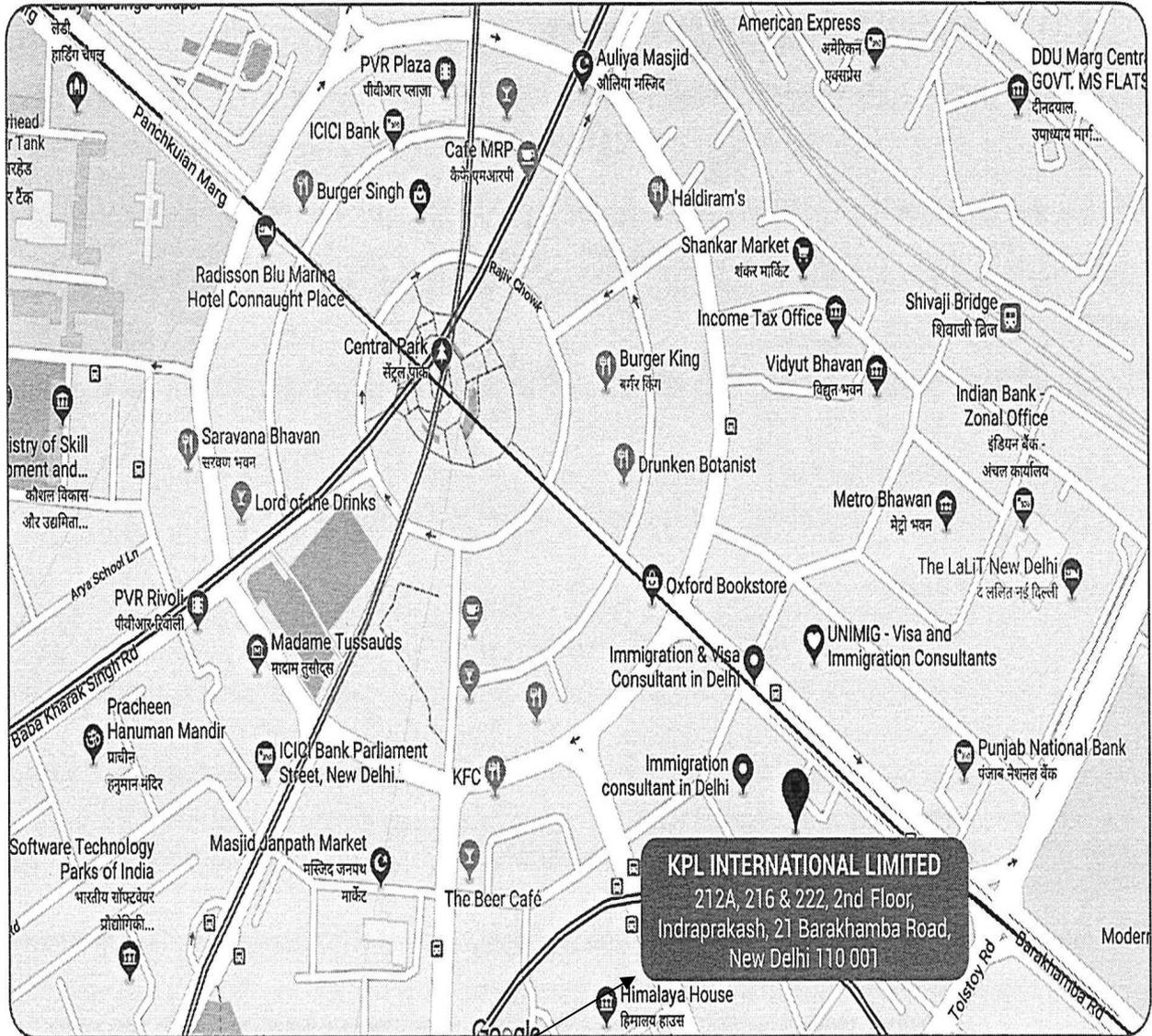
212A, 216 & 222, 2<sup>nd</sup> Floor,  
Indraprakash, 21, Barakhamba Road,  
New Delhi 110 001

Dated: 22<sup>nd</sup> March, 2023

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-mailId: 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 Monday, the 27<sup>th</sup> day of March, 2023 at 11.00 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.	Alteration in Object Clause of Memorandum of Association		

Signed this .....day of .....2023

Signature of shareholder(s) .....

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



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 Monday, the 27<sup>th</sup> day of March, 2023 at 11.00 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.