



KPL INTERNATIONAL LIMITED

CIN: U23209DL1974PLC029068

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

Phone: +91 11 43579200, Fax: +91 11 23717203

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

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 50th Annual General Meeting of the members of **KPL International Limited** for the Financial Year ended March 31, 2024 will be held on Friday, **the 30th day of August, 2024** at 11:30 A.M. at the Registered Office of the Company at 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi- 110001 to transact the following businesses:

AS ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of Directors and Auditors thereon and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Rajya Vardhan Kanoria (DIN: 00003792), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Anand Vardhan Kanoria (DIN: 02048465), who retires by rotation, and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

4. **Increase in rate of Commission payable to Mr. Rohit Chopra, Whole time Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for revision in remuneration of Mr. Rohit Chopra, who was appointed as Whole time Director of the Company at the 49th Annual General Meeting held on 29th September, 2023 as set out in explanatory statement, by way of increase in the rate of commission from existing 0.5% to 1% of the net profits of the Company calculated in accordance with section 198 of the Companies Act, 2013 with effect from 01st July, 2024."

"RESOLVED FURTHER THAT all the other existing terms and conditions of his appointment as mentioned in his agreement dated 01st May, 2023 shall remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps and do all other acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

5. **Increase in rate of Commission payable to Mr. Rahul Ambardar, Whole time Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for revision in remuneration of Mr. Rahul Ambardar, who was appointed as Whole time Director of the Company at the 49th Annual General Meeting held on 29th September, 2023 as set out in explanatory statement, by way of increase in the rate of commission from existing 0.5% to 1% of the net profits of the Company calculated in accordance with section 198 of the Companies Act, 2013 with effect from 01st July, 2024."

"RESOLVED FURTHER THAT all the other existing terms and conditions of his appointment as mentioned in his agreement dated 01st May, 2023 shall remain unchanged."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps and do all other acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

Registered Office:

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New Delhi 110 001

Dated: 30th July, 2024

By order of the Board

Karishma
Company Secretary

NOTES FOR ATTENTION OF MEMBERS

1. **A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM"), 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.**
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as Proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent 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 Proxy for any other Member. Proxy in order to be effective must be lodged with the Company at its Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. A blank proxy form is enclosed hereto.
3. When a member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked
4. Every Member entitled to vote at the Meeting can inspect the proxies lodged with the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
5. In case of joint holders attending the Meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.
6. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the AGM. An authorized representative of a Body Corporate Member may also appoint a Proxy under his signature in the manner provided in para 2 above.
7. All Statutory Registers and other relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office and copies thereof shall also be available for inspection at the Corporate Office of the Company on all working days upto the date of the AGM and the same will also be available for inspection at the Meeting. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contract or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
8. 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 dematerialized form, they should quote their Client-ID Number and DP-ID Number.
9. Members are requested to bring their copy of Annual Report along with them at the meeting.
10. Members/proxies/authorized representatives are requested to produce the enclosed attendance slip duly signed as per the specimen signature for admission to the meeting hall.

11. Members who hold shares in dematerialized form are requested to bring their Client-ID and DP-ID Nos. for easier identification of attendance at the meeting.
12. Any queries related to accounts must be sent to the Company at least 10 days before the date of the meeting.
13. 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.
14. A route map showing directions to reach the venue of the AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard – 2 on “General Meetings” issued by The Institute of Company Secretaries of India (ICSI).

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New Delhi 110 001

Dated: 30th July, 2024

By order of the Board

Karishma
Company Secretary

EXPLANATORY STATEMENT

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

Item No. 4

The Board of directors based on the recommendations of the Nomination and Remuneration Committee had revised the remuneration of Mr. Rohit Chopra, Whole time Director of the Company by way of increase in the rate of commission from existing 0.5% to 1% of the net profits of the Company calculated in accordance with section 198 of the Companies Act, 2013 with effect from 01st July, 2024 and the same will be paid quarterly.

The increase in the rate of commission of Mr. Rohit Chopra, Wholetime Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Accordingly, it was resolved to get the approval of the shareholders for the same at this Annual General Meeting ("AGM").

Hence, the Resolution set out in Item No. 4 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 Mr. Rohit Chopra, 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.

Item No. 5

The Board of directors based on the recommendations of the Nomination and Remuneration Committee had revised the remuneration of Mr. Rahul Ambardar, Whole time Director of the Company by way of increase in the rate of commission from existing 0.5% to 1% of the net profits of the Company calculated in accordance with section 198 of the Companies Act, 2013 with effect from 01st July, 2024 and the same will be paid quarterly.

The increase in the rate of commission of Mr. Rahul Ambardar, Wholetime Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Accordingly, it was resolved to get the approval of the shareholders for the same at this Annual General Meeting ("AGM").

Hence, the Resolution set out in Item No. 5 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 Mr. Rahul Ambardar, 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:

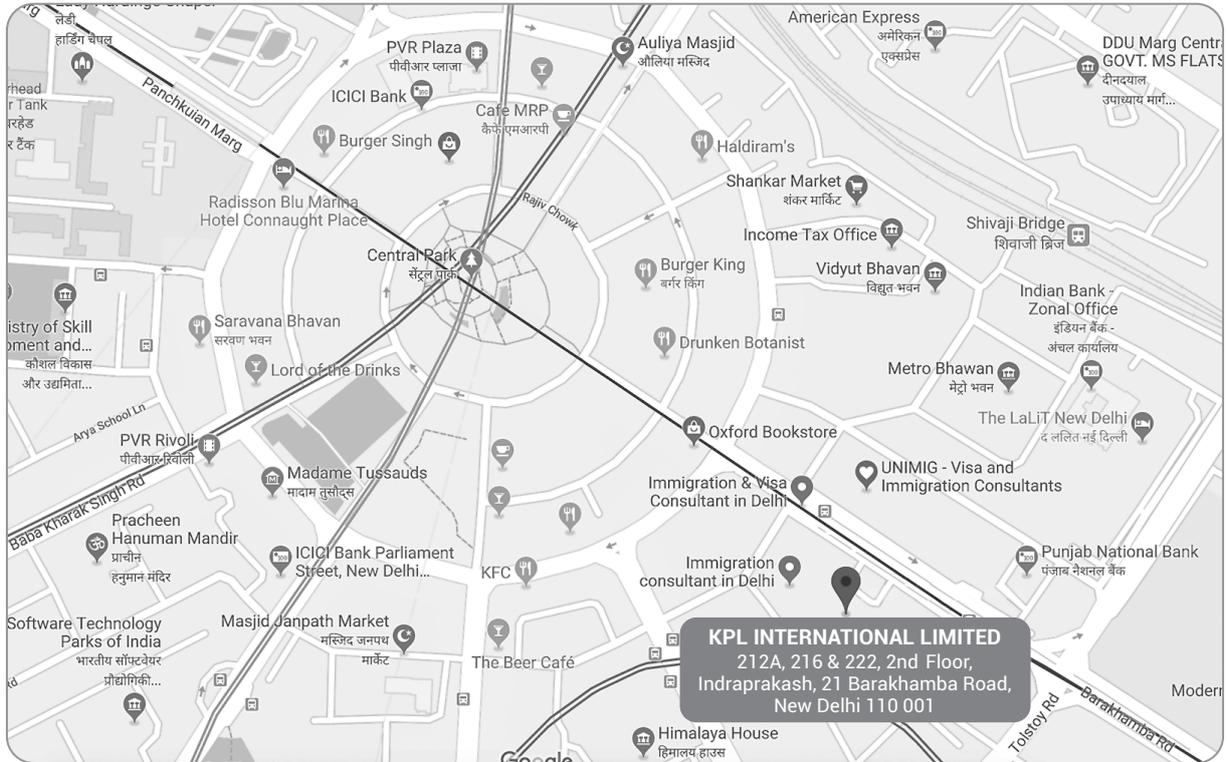
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Map to the venue of the Annual General Meeting



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