



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

Notice is hereby given that the Extra-Ordinary General Meeting (01/2024-25) of the members of **KPL International Limited** will be held on Saturday, the **25th day of January, 2025** at **11:00 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 business:

1. Increase in Authorized Share Capital:

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

"RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent and approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 12,20,00,000 (Rupees Twelve crores Twenty lacs only) divided into 1,22,000 (One lac Twenty Two Thousand) Equity Shares of Rs. 1000/- (Rupees Thousand) each to Rs. 62,20,00,000 (Rupees Sixty Two crores Twenty lacs only) comprising of 1,22,000 (One lac Twenty Two Thousand) Equity Shares of Rs. 1000/- each and 5000 (Five Thousand) Preference Shares of Rs. 1,00,000/- each by creation of additional Rs. 5,000 (Five Thousand) Preference Shares of Rs. 1,00,000/- each."

"RESOLVED FURTHER THAT any one of the Directors of the Company or the CFO or Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto."

2. Alteration 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 the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting existing Clause V of the Memorandum of Association of the Company with the following clause:

- V. The Authorised Share Capital of the Company is Rs. 62,20,00,000 (Rupees Sixty Two crores Twenty lacs only) comprising of 1,22,000 (One lac Twenty Two Thousand) Equity Shares of Rs. 1000/- each and 5000 (Five Thousand) Preference Shares of Rs. 1,00,000/- each with power to increase and reduce the Capital, to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential or special rights, privileges or conditions, as may be determined in accordance with the Act for the time being in force and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company"

"RESOLVED FURTHER THAT any one of the Directors of the Company or the CFO or Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto."

3. **Issue, Offer and allot Non-Cumulative, Non- Participating, Non-Convertible Redeemable Preference Shares (NCRPS) on Private Placement Basis:**

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 Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment thereto or re-enactment thereof) for the time being in force and in accordance with Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 5,000 (Five thousand) Non- Convertible Redeemable Non- Cumulative Preference Shares of nominal value of Rs 1,00,000/- each fully paid up for cash at par at an issue price of Rs. 1,00,000/- (Rupees One Lac only) aggregating upto to Rs. 50,00,00,000 (Rs. 50 crores only) to M/S R.V. Investment And Dealers Ltd on the following terms and such other terms and conditions as set out in the Explanatory Statement annexed hereto:

The Non-Cumulative, Non- Participating, Non-Convertible Redeemable Preference Shares (NCRPS) shall be subject to following terms and conditions:

- a) NCRPS will carry a rate of dividend of 6%.
- b) NCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend, if any, and repayment of Capital.
- c) NCRPS shall be non – participating in the surplus funds.
- d) NCRPS shall be non- participating in surplus assets and profits which may remain after the entire capital has been repaid on winding up of the Company.
- e) NCRPS shall be issued on non-cumulative basis and shall not be convertible into equity shares.
- f) NCRPS shall be redeemable on such date as determined by the Board but not later than a period exceeding Twenty years from the date of allotment.
- g) NCRPS shall carry voting rights as per the provisions of Section 47 and other applicable provision, if any, of the Companies Act 2013.
- h) NCRPS shall be redeemable at par.

“RESOLVED FURTHER THAT any one of the Directors of the Company or the CFO or Company Secretary be and hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary for giving effect to this resolution”.

“RESOLVED FURTHER THAT any one of the Directors of the Company or the CFO or Company Secretary be and is hereby authorized to execute all documents, communications, to issue the offer letter and allot the preference shares and to do all further acts, deeds and things as may be required to implement the aforesaid resolution and provide the absolute authority to resolve all doubts, questions relating there to from time to time without seeking any further approval of the members of the Company.”

Registered Office:

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

By order of the Board
For KPL International Limited

Rahul Ambardar
Whole-time Director
DIN: 01198347

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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2:

The Authorized Capital of the Company, at present is 12,20,00,000 (Rupees Twelve crores Twenty lacs only) divided into 1,22,000 (One lac Twenty Two Thousand) Equity Shares of Rs. 1000/- (Rupees Thousand) each and paid up Capital of the Company is 1,89,02,000 (Rupees One Crore Eighty Nine Lakhs Two Thousand only) divided into 18,902 (Eighteen Thousand Nine Hundred Two only) Equity Shares of Rs. 1000/- (Rupees Thousand)

In order to enable the Company to make further investment in its SPV in Switzerland for further expansion of its business, for business operations of the Company and for general Corporate purposes of the Company, the Company needs to raise funds through further issue of Shares. To enable the company to issue further Shares, it is necessary to increase the Authorized Share Capital of the Company to accommodate the further allotment of shares.

Therefore, the Board proposes that the Company should increase its Authorized Share Capital to Rs. 62,20,00,000 (Rupees Sixty Two crores Twenty lacs only) comprising of 1,22,000 (One lac Twenty Two Thousand) Equity Shares of Rs. 1000/- each and 5000 (Five Thousand) Preference Shares of Rs. 1,00,000/- each by creation of additional Rs. 5,000 (Five Thousand) Preference Shares of Rs. 1,00,000/- each.

The increase in Authorized Capital requires approval of members by way of Ordinary Resolution u/s 61 of the Companies Act, 2013.

The aforesaid increase in the Authorized Share Capital will also require consequential amendment to the Capital Clause of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 of the Act, the alteration of Memorandum of Association requires approval of the members of the Company by way of passing a Special Resolution to that effect. Accordingly, the approval of members is sought to increase the Authorized Share Capital as well as consequently alter the Capital Clause of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association of the Company is available for inspection by the members of the Company at its Registered Office during the normal business hours on any working day of the Company.

The Board recommends to pass the resolution as set out in Item No 1 & 2 of the notice for approval of the members.

None of the Directors and /or their relatives are concerned or interested in the above stated resolutions.

ITEM NO. 3:

In order to enable the Company to make further investment in its SPV in Switzerland for further expansion of its business, for business operations of the Company and for general Corporate purposes of the Company, it is proposed to issue Non-Cumulative, non-participating, non-convertible Redeemable Preference Shares.

In terms of section 42 and 55 of the Act, read with Companies (Share Capital and Debentures Rules), 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an allotment of Preference Shares on private placement basis is required to obtain the approval of the Members by way of special resolution for each of such offer or invitation.

It is proposed to obtain approval of the members under Sections 42 , 55 and other applicable provisions, if any, of the Act read together with rules made thereunder (to the extent applicable), to enable the Company (herein after also called '**Issuer**') to make a private placement upto 5,000 (Five Thousand) Non-Convertible Redeemable Non – Cumulative 6% Preference Shares of nominal value of Rs 1,00,000/- each fully paid up for cash at par at an issue price of Rs. 1,00,000/- (Rupees One Lac only) aggregating upto to Rs 50,00,00,000 (Rs. Fifty Crores only) to M/S R.V. Investment And Dealers Ltd.

As required under Rule 9(3) of the Companies (Share Capital and Debentures Rules), 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (the "**NCRPS Issue**") are as follows:

(a)	Date of passing of Board resolution.	23 rd December,2024			
(b)	The size of issue and number of Preference Shares to be issued and nominal value of each share	5000 NCRPS of nominal value of Rs 1,00,000/- each aggregating to Rs. 50,00,00,000			
(c)	The nature of such shares i.e. cumulative or non- cumulative, participating or non- participating , convertible or non- convertible	The said Preference shares will be Non-Cumulative, Non-Participating, Non -Convertible Redeemable Preference Shares			
(d)	The Objective of the Issue	For further funding of its SPV in Switzerland for further expansion of business, for business operations of the Company and other general corporate purposes.			
(e)	The manner of Issue of shares	The said Preference shares are proposed to be issued on private placement basis to M/S R.V. Investment And Dealers Ltd			
(f)	Price at which the security is being offered including the premium, if any, along with justification of the price	1) The Preference Shares are proposed to be issued AT PAR at the face value of Rs 1,00,000/- each. 2) The Company is offering Non-Cumulative, Non-Participating, Non -Convertible Redeemable Preference Shares at the face value of Rs 1,00,000 each, hence the issue price is justified.			
(g)	Name and address of the valuer who performed valuation of the security offered.	The Preference Shares are Non-Cumulative and issued AT PAR. Further, these shares would be redeemable AT PAR. Hence, no separate valuation is required.			
(h)	Terms of issue including terms and rate of dividend on each Share, etc.	The proposed Preference shares shall be issued on Non-Cumulative basis for a period not exceeding 20 years. The rate of dividend shall be 6 % p.a from the date of allotment. The preference shares shall have voting rights as per Section 47(2) of the Companies Act, 2013.			
(i)	Terms of redemption including (i) the tenure of redemption (ii) Redemption of Shares at premium (iii) If the Preference Shares are convertible, the Terms of conversion	The said Preference Shares shall be redeemable on such date as determined by the Board but not later than a period exceeding 20 years from the date of allotment Redemption will be at par value The Preference Shares proposed to be allotted are Non-Cumulative, Non-Participating, Non -Convertible Redeemable Preference Shares			
(j)	The Manner and modes of redemption	The said Preference Shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with the relevant rules			
(k)	The Current Shareholding Pattern of the Company		Name of Shareholder	No of shares	Percentage (%)
		1	Promoter	18,839	99.67
		2	Non- Promoter	63	0.33
			Total	18,902	100
(l)	The expected dilution in Equity Share Capital upon conversion of Preference Shares	Since the preference Shares are Non-Convertible, there will be no dilution in Equity Shares of the company.			

The Board recommends to pass the resolution as set out in Item No. 3 of the notice for approval of the members.

None of the Directors and/or their relatives other than Mr. R.V. Kanoria, Mr. Anand Vardhan Kanoria, Mr. S.V. Kanoria and Mrs. Vaidehi Kanoria are interested in the above stated resolution.

Registered Office:

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

Date: 04.01.2025

By order of the Board

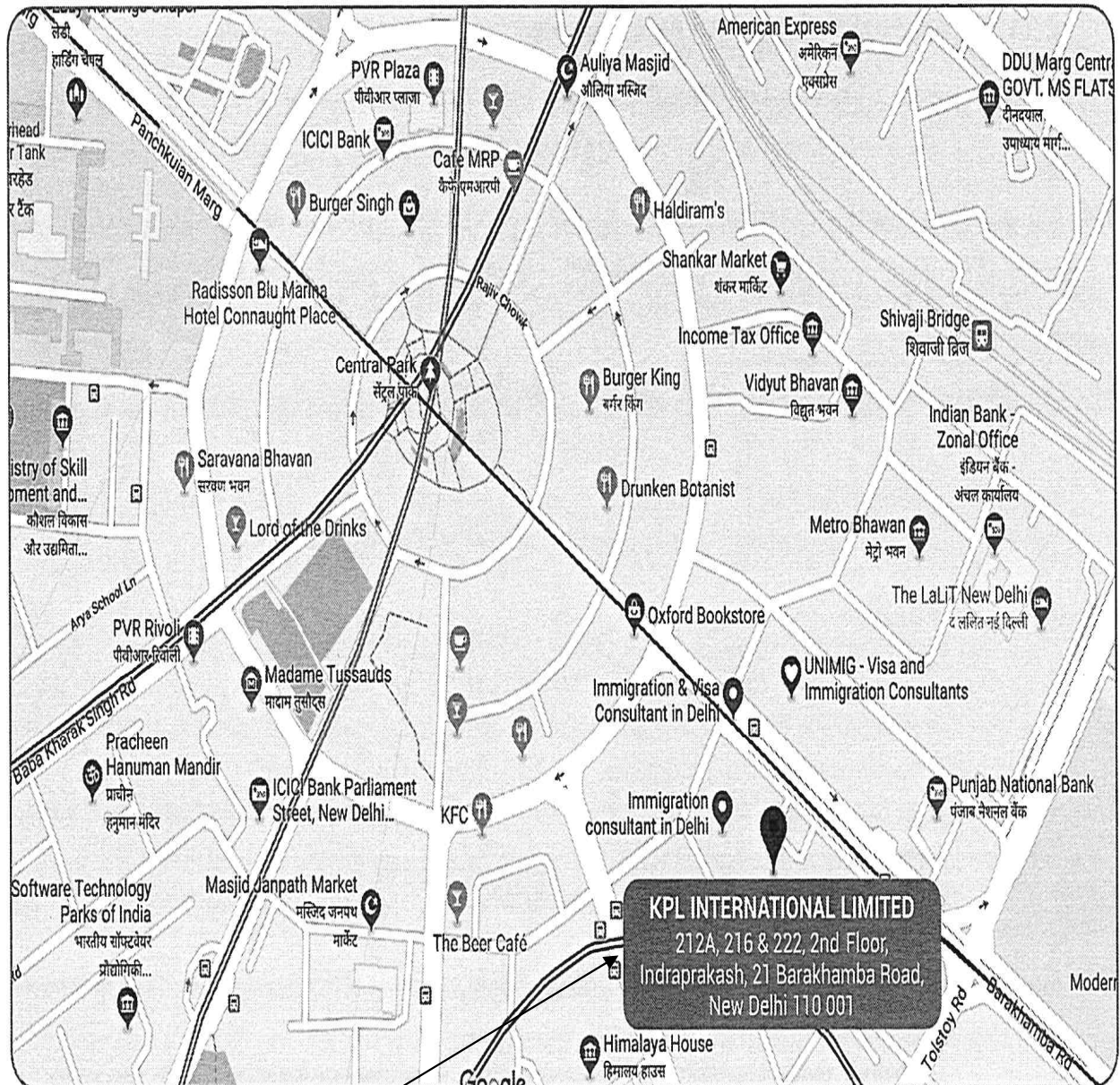
For KPL International Limited

Rahul Ambardar

Whole-time director

DIN: 01198347

MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING



Venue of the Extra-ordinary General Meeting - 212A, 216 & 222, 2nd 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), holdingShares 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-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 Saturday, the 25th day of January, 2025 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.	Increase in Authorized Share Capital		
2.	Alteration of Memorandum of Association		
3.	Issue, Offer and allot Non-Convertible, Redeemable Preference Shares (NCRPS) on Private Placement Basis		

Signed thisday of2025

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 Saturday, the 25th day of January, 2025 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.