



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 48th Annual General Meeting of the members of **KPL International Limited** for the Financial Year ended March 31, 2022 will be held on Monday, the **26th day of September, 2022** 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 the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of Directors and 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. **Appointment of Mr. Vidyanidhi Dalmia (DIN: 00008900), as an Independent Director**

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

"**RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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), and based on the recommendations of Nomination and Remuneration Committee Mr. Vidyanidhi Dalmia (DIN: 00008900), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the board in its meeting held on 17th March, 2022 to hold office till the date of ensuing annual general meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from 17th March, 2022 upto 16th March, 2027 and whose office shall not be liable to retire by rotation."

5. **Re-appointment of Mr. Surinder Kumar Kak (DIN: 00044521) as Managing Director of the Company**

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

7. Adoption of new set of Articles of Association as per provisions of Companies Act, 2013

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 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in accordance with the provisions of Companies Act, 2013 in substitution of existing Articles of Association of the Company, copy of which is placed before the meeting.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. 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):

70. "To carry on the business of process, produce, Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in protein products or other ancillary products derived from soybean or from any other plant source or cereals products or from any other food products in India and Abroad."

"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."

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New Delhi 110 001

Dated: 02nd September, 2022

By order of the Board

Karishma
Company Secretary

11. 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.
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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Dated: 02nd September, 2022

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 appointed Mr. Vidyanidhi Dalmia (DIN: 00008900) as an Additional Director in the capacity of Independent Director of the Company in its meeting held on 17th March, 2022 for a period of five consecutive years with effect from 17th March, 2022 upto 16th March, 2027 not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Accordingly, it was resolved to get the approval of the shareholders for the same at this Annual General Meeting ("AGM").

Mr. Vidyanidhi Dalmia is aged about 67 years. He has taken MBA Degree from University of Virginia's renowned Darden School of Business. He has vast experience in corporate affairs and government relations & strategy.

He is the founder of Dalmia Continental Pvt. Ltd. and was most recently its Chairman and CEO. He has also served as the Chairman and CEO of Sunshine Tourism Services Pvt. Ltd., Vice Chairman and Managing Director of Sunshine Travels (India) Pvt. Ltd. and Chairman of D&A Hospitality Services Pvt. Ltd.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Vidyanidhi Dalmia as an Independent Director of the Company.

In the opinion of the Board, Mr. Vidyanidhi Dalmia fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and is independent of the management.

Brief profile of Mr. Vidyanidhi Dalmia pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") is provided in the table below:

Name of the Director	Mr. Vidyanidhi Dalmia	
Father's Name	Shri Ramkrishna Dalmia	
Date of Birth	16.10.1954	
Age	67 years	
Date of first Appointment	17.03.2022	
Brief resume and expertise in specific functional areas	Mr. Vidyanidhi Dalmia is aged about 67 years. He has MBA Degree from University of Virginia's renowned Darden School of Business. He has vast experience in corporate affairs and government relations & strategy.	
Qualification	MBA from University of Virginia's renowned Darden School of Business	
Terms and conditions of appointment	As per the letter of appointment of the Mr. Vidyanidhi Dalmia.	
Chairman/member of the committee of the Board of Directors of the Company	Mr. Vidyanidhi Dalmia is a member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.	
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Name of the Company	Position Held
	South Asia Industries Pvt. Ltd.	Director
	Dalmia Continental Private Limited	Director
Number of shares held in the Company	Nil	
Relationship with other Directors, Manager and KMPs of the Company	He is not related to any other Director/KMP of the Company.	
Justification for choosing the appointee for appointment	Mr. Vidyanidhi Dalmia has vast experience in corporate affairs and government relations & strategy. He is the founder of Dalmia Continental Pvt. Ltd. and was most recently its Chairman and CEO. He has also served as the Chairman and CEO of Sunshine Tourism Services Pvt. Ltd., Vice Chairman and Managing Director of Sunshine Travels (India) Pvt. Ltd. and Chairman of D&A Hospitality Services Pvt. Ltd.	

The Company has received a Notice in writing from a shareholder under Section 160 of the Companies Act, 2013, proposing appointment of Mr. Vidyanidhi Dalmia as an Independent Director of the Company.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014, Mr. Vidyanidhi Dalmia has duly applied online to the Indian Institute of Corporate Affairs at Manesar ('Institute'), for inclusion of his name in the data bank and has passed online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs.

The appointment of Mr. Vidyanidhi Dalmia as an Independent Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. 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.

Copy of the draft letter for appointment of Mr. Vidyanidhi Dalmia 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 AGM of the Company.

Except Mr. Vidyanidhi Dalmia, 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, at their meeting held on 20th July, 2020, appointed Mr. Surinder Kumar Kak as Managing Director of the Company for a period of 3 years from 1st September 2020 to 31st August 2023. The said appointment was also approved by the members at their 46th General Meeting held on 29th September, 2020.

Considering his knowledge and experience with respect to the Company's affairs, the Board of Directors is of the opinion that for the smooth and efficient running of the business, the services of Mr. Surinder Kumar Kak are indispensable to the Company and hence he shall be appointed for a period of 5 (Five) years. Accordingly based on the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors of the Company at its meeting held on 02nd September, 2022, Mr. Surinder Kumar Kak has been appointed as Managing Director for a period of 5 (Five) years with effect from 01st September, 2022 at the remuneration as detailed below subject to the approval of members:

(A) SALARY: Basic Salary – Rs. 4,10,000/- per month

(B) PERQUISITES: Mr. Surinder Kumar Kak shall be entitled to the following perquisites

Unless the context otherwise requires, perquisites are classified into three categories I, II and III as follows:

Category I:

a) Housing:

House Rent Allowance equivalent to 60% of the basic salary.

b) Medical Allowance/ Reimbursement:

Medical Allowance including reimbursement of actual expenses incurred on self and family, equivalent to one month basic salary per annum and payable on pro rata basis for any broken period/ financial year.

c) Leave Travel Allowance/ Reimbursement:

Leave Travel Allowance including reimbursement of actual expenses incurred on self and family, equivalent to one month basic salary per annum, and payable on pro rata basis for any broken period/ financial year.

d) Special Allowance:

Special Allowance @ Rs. 2,50,000/- per month.

Category II:

a) Contributions to Provident Fund as per rules of the Company

- b) Gratuity not exceeding half a month's salary for each completed year of service as per rules of the Company
- c) No encashment of Leave shall be made at the end of the tenure.
- d) Medical Insurance annual premium as per rules of the Company.

Category III:

Provision for company maintained Car for Company's business, reimbursement of driving charges and Company shall provide free telephone facility at his residence including mobile phone and other suitable communication facilities.

(C) COMMISSION:

- i. Commission at the rate of 3% of net profits of the company for each financial year computed in the manner, laid down in Section 197 and Section 198 of the Companies Act, 2013.
- ii. Such Commission shall be payable on calendar quarter basis.

If in any financial year, the total of such commission paid on calendar quarter basis is in excess/short of the annual commission calculated on the basis of audited financial statements of the Company, such excess/shortfall shall be recovered from his salary or paid accordingly.

The Commission will be payable on pro-rata basis for any broken period in a financial year, if so applicable.

- (D) Mr. Surinder Kumar Kak shall be entitled to annual increment in salary/perquisites effective from 1st April each year and/or any lump sum payment in recognition of performance of the Company in a financial year as may be decided by the board.

The board shall also have the power to revise the Commission rate effective from 1st April each year.

Overall Remuneration:

Overall Remuneration (including annual increment) shall be subject to a limit of 5% of the net profits individually and 10% of the net profits collectively payable to all the managerial personnel together, as per the provisions of Section 196 and 197 and any other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act or as may be applicable at the relevant time.

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of Mr. Surinder Kumar Kak, the Company shall pay the above remuneration comprising of salary, other reimbursement/allowances and perquisites as minimum remuneration subject to the limits and compliances of terms and conditions as specified under Section II of Part II of Schedule V of the Companies Act, 2013 or any amendment thereto, as may be applicable at the relevant time.

Sitting Fees

Mr. Surinder Kumar Kak shall not, so long as he acts as the Managing Director, be paid any sitting fees for attending meetings of the Board or any committee thereof.

In terms of the provisions of Section 197, read with Schedule V of the Act, the Company is required to obtain the approval of the Members by way of a Special resolution for payment of remuneration to Managerial Personnel in case of absence / inadequacy of profits.

Further, pursuant proviso to section 197(1), approval of Members by way of special resolution is required in case the remuneration payable to any one managing director; or whole-time director or manager exceeds five per cent of the net profits of the company and if there is more than one such director, the remuneration exceeds ten per cent of the net profits to all such directors and manager taken together. The special resolution being proposed would also be in compliance with the aforesaid requirements of section 197 of Companies Act, 2013.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution.

The Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on 02nd September, 2022 have considered this proposal and recommended / approved the remuneration paid / payable to Mr. Surinder Kumar Kak, managerial personnel in case of absence / inadequacy of profits, subject to the approval of Members.

Hence, the Resolution set out in Item No. 5 of the Notice is placed for your approval.

Except Mr. Surinder Kumar Kak, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

Item No. 6

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 11 A.M. to 1 P.M. upto and including the date of AGM and also at the venue of the meeting.

Hence, the Resolution set out in Item No. 6 of the Notice is placed for your approval.

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

Item No. 7

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 According to the Companies Act, 2013 several regulations / articles of the existing AOA of the Company require alteration or deletion. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new set of AOA to be substituted in place of the existing AOA. Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 11 A.M. to 1 P.M. upto and including the date of AGM and also at the venue of the meeting.

Hence, the Resolution set out in Item No. 7 of the Notice is placed for your approval.

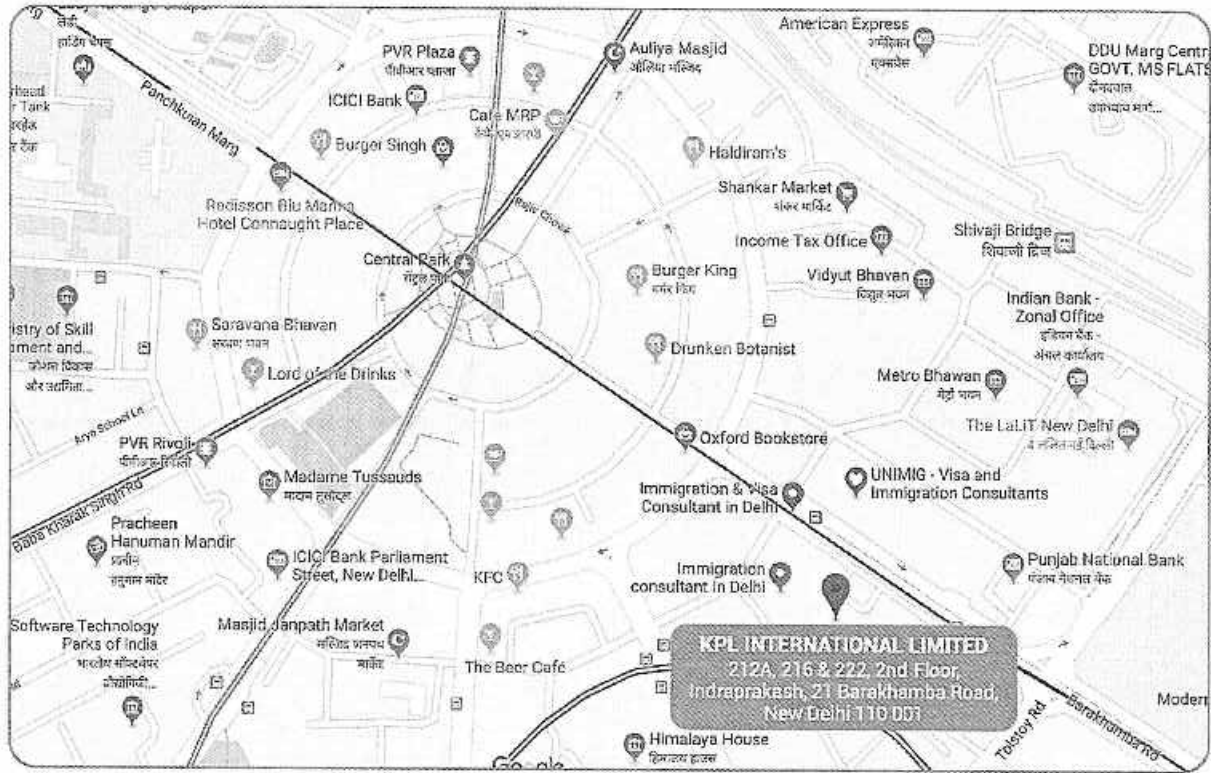
None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 8

The Company is constantly on the lookout for diversification into areas which would be profitable for the Company as part of diversification Plans.

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-clause 70 under Clause III(B) of Memorandum of Association of the Company:

Map to the venue of the Annual General Meeting



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