



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 49th Annual General Meeting of the members of **KPL International Limited** for the Financial Year ended March 31, 2023 will be held on Friday, the **29th day of September, 2023 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, 2023 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, 2023 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Saumya Vardhan Kanoria (DIN: 02097441), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Vaidehi Kanoria (DIN: 00013028), who retires by rotation, and being eligible, offers herself for re-appointment.

AS SPECIAL BUSINESS:

4. **Appointment of Mr. Rohit Chopra (DIN: 10103885), as 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 152, 161(1), 196, 197 and 203 read with Schedule V and/or other applicable provisions, if any, of the Companies Act, 2013 or any amendment or modification thereto and based on the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby granted to the appointment of Mr. Rohit Chopra (DIN: 10103885) as Wholetime Director of the Company for a period of 3 (three) years with effect from 1st May, 2023 upto 30th April, 2026 and whose office shall be liable to rotation, on the remuneration and upon terms and conditions contained in the explanatory statement appended hereto and in the agreement entered into between the Company and Wholetime Director, which agreement is hereby approved.

RESOLVED FURTHER THAT in the event of no profit or inadequate profits in any financial year during the tenure of office of Mr. Rohit Chopra, the Company shall pay the remuneration as set out in the agreement, comprising of salary, perquisites and other allowances as minimum remuneration subject to the limits and the terms and conditions as specified in Schedule V of the Companies Act, 2013 or any modification or amendment thereto subject to the fact that he shall not be entitled to any commission for that year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Company Secretary and/ or any of the directors of the Company be and are hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and proper and to sign and execute all documents, necessary agreements, applications, returns and file all necessary e-Forms with the jurisdictional Registrar of Companies, and/or any other statutory authority, as required under the Companies Act, 2013 and the rules and regulations made thereunder.

RESOLVED FURTHER THAT any of the Director and Company Secretary be and is hereby authorised to comply with the legal provisions and do all ancillary and consequential matters including placing the resolution and explanatory statement before the shareholders for their approval, if required, and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, postal ballot, directions as may be necessary to give effect to the above resolution."

5. **Appointment of Mr. Rahul Ambardar (DIN: 01198347), as 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 152, 161(1), 196, 197 and 203 read with Schedule V and/or other applicable provisions, if any, of the Companies Act, 2013 or any amendment or modification thereto and based on the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby granted to the appointment of Mr. Rahul Ambardar (DIN: 01198347) as Wholetime Director of the Company for a period of 3 (three) years with effect from 1st May, 2023 upto 30th April, 2026 and whose office shall be liable to rotation, on the remuneration and upon terms and conditions contained in the explanatory statement appended hereto and in the agreement entered into between the Company and Wholetime Director, which agreement is hereby approved.

RESOLVED FURTHER THAT in the event of no profit or inadequate profits in any financial year during the tenure of office of Mr. Rahul Ambardar, the Company shall pay the remuneration as set out in the agreement, comprising of salary, perquisites and other allowances as minimum remuneration subject to the limits and the terms and conditions as specified in Schedule V of the Companies Act, 2013 or any modification or amendment thereto subject to the fact that he shall not be entitled to any commission for that year.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Company Secretary and/ or any of the directors of the Company be and are hereby authorized, on behalf of the Company,

to do all such acts, deeds, matters and things as may be deemed necessary and proper and to sign and execute all documents, necessary agreements, applications, returns and file all necessary e-Forms with the jurisdictional Registrar of Companies, and/or any other statutory authority, as required under the Companies Act, 2013 and the rules and regulations made thereunder.

RESOLVED FURTHER THAT any of the Director and Company Secretary be and is hereby authorised to comply with the legal provisions and do all ancillary and consequential matters including placing the resolution and explanatory statement before the shareholders for their approval, if required, and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, postal ballot, directions as may be necessary to give effect to the above resolution."

Registered Office:

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

Dated: 31st July, 2023

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 de.materialized 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 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).

Registered Office:

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

Dated: 31st July, 2023

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. Rohit Chopra (DIN: 10103885) as an Additional Director in the capacity of Wholetime Director of the Company in its meeting held on 12th April, 2023 for a period of three consecutive years with effect from 1st May, 2023 upto 30th April, 2026 and whose office shall be 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. Rohit Chopra is aged about 51 years. He has taken MBA Degree from Faculty of Management Studies, Udaipur University, Rajasthan. He have been working with the Company for a significant period of time and possesses valuable institutional knowledge and first hand experience with regard to the Company's business, history, culture, and industry.

Mr. Rohit Chopra have consistently demonstrated exceptional performance, exceptional leadership skills, and a deep understanding of the Company's operations and values. Recognizing and promoting talented employees to higher positions demonstrates the Company's commitment to employee development and growth.

The Board considers that promoting him to the Wholetime Director position ensures continuity of his service and leverages his understanding of the organization's unique dynamics and the same will be in the interest of the Company in the long term.

Brief profile of Mr. Rohit Chopra 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. Rohit Chopra |
| Father's Name | Mr. Birbal Chopra |
| Date of Birth | 14.08.1972 |
| Age | 51 years |
| Date of first Appointment | 12.04.2023 |
| Brief resume and expertise in specific functional areas | Mr. Rohit Chopra is aged about 51 years. He has taken MBA Degree from Faculty of Management Studies, Udaipur University, Rajasthan. He have been working with the Company for a significant period of time and possesses valuable institutional knowledge and first hand experience with regard to the Company's business, history, culture, and industry. |
| Qualification | MBA from Faculty of Management Studies, Udaipur University, Rajasthan |
| Terms and conditions of appointment | As per the letter of appointment of the Mr. Rohit Chopra. |
| Chairman/member of the committee of the Board of Directors of the Company | Nil |
| Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director | Nil |
| 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. Rohit Chopra have been working with the Company for a significant period of time and possesses valuable institutional knowledge and first hand experience with regard to the Company's business, history, culture, and industry and have consistently demonstrated exceptional performance, exceptional leadership skills, and a deep understanding of the Company's operations and values. Recognizing and promoting talented employees to higher positions demonstrates the Company's commitment to employee development and growth. |

The appointment of Mr. Rohit Chopra as Wholetime 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.

Mr. Rohit Chopra has been appointed as Wholetime Director at the remuneration as detailed below subject to the approval of the Members:

(A) SALARY: Basic salary- 2,14,000/- per month

(B) PERQUISITES: Shri Rohit Chopra 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 equivalent to two months basic salary per annum, and payable on pro-rata basis for any broken period/financial year.

c) Leave Travel Allowance/ Reimbursement:

Leave Travel Allowance 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. 40,000 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 and for this purpose the service of Shri Rohit Chopra shall be considered from the date of joining the Company i.e. 03rd April, 2000.

c) Leave encashment as per the rules of the Company and all unavailed earned leave as on 01.05.2023 shall be carried forward.

d) Medical Insurance annual premium as per Rules of the Company.

Category III:

a) Conveyance facilities and Communication facilities:

i) Reimbursement of Driver charges to the extent of Rs. 15,000 per month and Fuel and Maintenance expenses of Car to the extent of Rs. 10,000 per month

ii) Conveyance allowance @15,000 per month

(C) COMMISSION:

i. Commission at the rate of 0.5% 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) Shri Rohit Chopra shall be entitled to annual increment in salary/perquisites effective from 1st April each year if so decided by the Board.
- (E) The break-up of Shri Rohit Chopra's remuneration may be changed if the Company so decides to bring in alignment with Company's future policies in this regard, or if necessitated by or arising due to statutory requirements.

Overall Remuneration:

Overall remuneration (including annual increment) shall be subject to a limit of 5% of the net profits individually and 11% of the net profits collectively payable to all the managerial personnel together, as per the provisions of Section 197 and 198 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 Shri Rohit Chopra, 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.

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 appointed Mr. Rahul Ambardar (DIN: 01198347) as an Additional Director in the capacity of Wholetime Director of the Company in its meeting held on 12th April, 2023 for a period of three consecutive years with effect from 1st May, 2023 upto 30th April, 2026 and whose office shall be 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. Rahul Ambardar is aged about 45 years. He has taken MBA Degree from Institute of Marketing & Management (IMM), New Delhi. He have been working with the Company for a significant period of time and possesses valuable institutional knowledge and first hand experience with regard to the Company's business, history, culture, and industry.

Mr. Rahul Ambardar have consistently demonstrated exceptional performance, exceptional leadership skills, and a deep understanding of the Company's operations and values. Recognizing and promoting talented employees to higher positions demonstrates the Company's commitment to employee development and growth.

The Board considers that promoting him to the Wholetime Director position ensures continuity of his service and leverages his understanding of the organization's unique dynamics and the same will be in the interest of the Company in the long term.

Brief profile of Mr. Rahul Ambardar 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. Rahul Ambardar |
| Father's Name | Mr. Desh Bhushan Ambardar |
| Date of Birth | 02.04.1978 |
| Age | 51 years |
| Date of first Appointment | 12.04.2023 |
| Brief resume and expertise in specific functional areas | Mr. Rahul Ambardar is aged about 45 years. He has taken MBA Degree from Institute of Marketing & Management (IMM), New Delhi. He have been working with the Company for a significant period of time and possesses valuable institutional knowledge and first hand experience with regard to the Company's business, history, culture, and industry. |
| Qualification | MBA from Institute of Marketing & Management (IMM) New Delhi |
| Terms and conditions of appointment | As per the letter of appointment of the Mr. Rahul Ambardar. |
| Chairman/member of the committee of the Board of Directors of the Company | Nil |
| Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director | Nil |
| 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. Rahul Ambardar have been working with the Company for a significant period of time and possesses valuable institutional knowledge and first hand experience with regard to the Company's business, history, culture, and industry and have consistently demonstrated exceptional performance, exceptional leadership skills, and a deep understanding of the Company's operations and values. Recognizing and promoting talented employees to higher positions demonstrates the Company's commitment to employee development and growth. |

The appointment of Mr. Rahul Ambardar as Wholetime Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. 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. Mr. Rahul Ambardar has been appointed as Wholetime Director at the remuneration as detailed below subject to the approval of the Members:

(A) SALARY: Basic salary- 1,66,000/- per month

(B) PERQUISITES: Shri Rahul Ambardar 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 equivalent to two months basic salary per annum, and payable on pro-rata basis for any broken period/financial year.

c) Leave Travel Allowance/ Reimbursement:

Leave Travel Allowance 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. 40,000 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 and for this purpose the service of Shri Rahul Ambardar shall be considered from the date of joining the Company i.e. 12th July, 2012.
- c) Leave encashment as per the rules of the Company and all unavailed earned leave as on 01.05.2023 shall be carried forward.
- d) Medical Insurance annual premium as per Rules of the Company.

Category III:

- a) Conveyance facilities and Communication facilities:
 - i) Reimbursement of Driver charges to the extent of Rs. 15,000 per month and Fuel and Maintenance expenses of Car to the extent of Rs. 10,000 per month
 - ii) Conveyance allowance @15,000 per month

(C) COMMISSION:

- i. Commission at the rate of 0.5% 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) Shri Rahul Ambardar shall be entitled to annual increment in salary/perquisites effective from 1st April each year if so decided by the Board.

(E) The break-up of Shri Rahul Ambardar's remuneration may be changed if the Company so decides to bring in alignment with Company's future policies in this regard, or if necessitated by or arising due to statutory requirements.

Overall Remuneration

Overall remuneration (including annual increment) shall be subject to a limit of 5% of the net profits individually and 11% of the net profits collectively payable to all the managerial personnel together, as per the provisions of Section 197 and 198 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 Shri Rahul Ambardar, 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.

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:

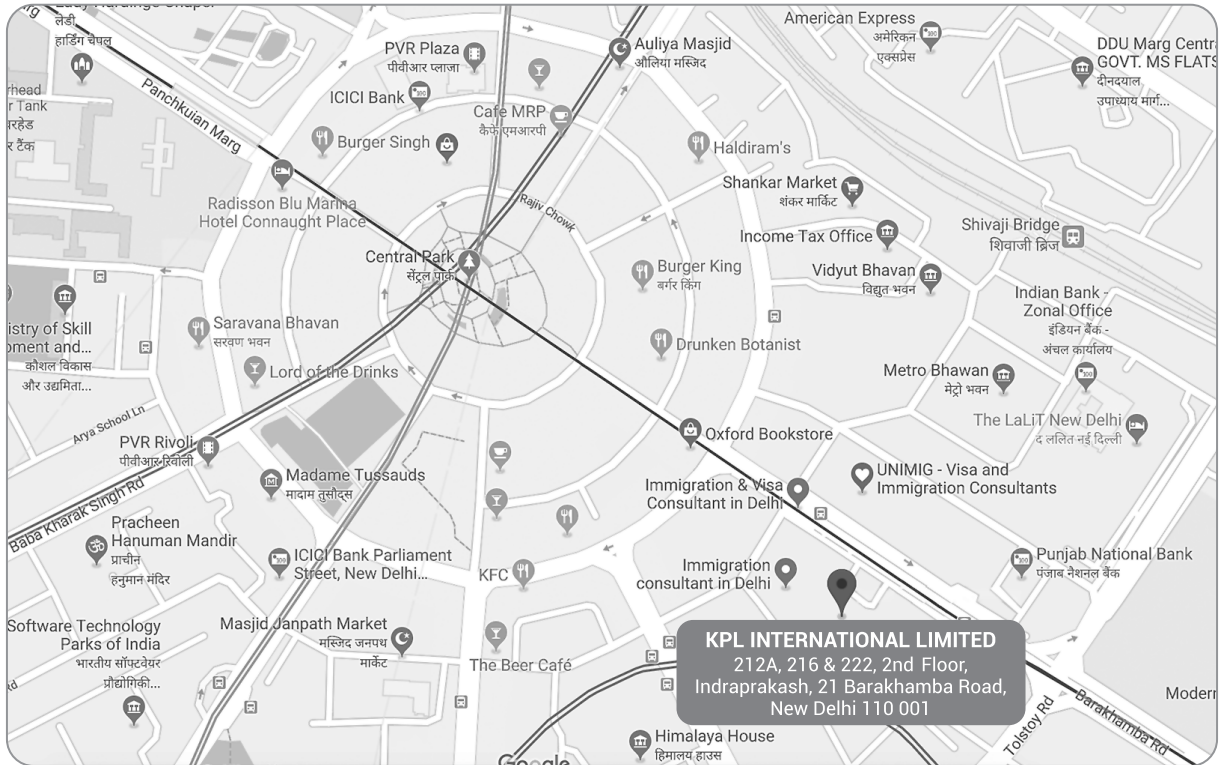
212A, 216 & 222, 2nd Floor,
Indraprakash, 21 Barakhamba Road,
New Delhi 110 001

Dated: 31st July, 2023

By order of the Board

Karishma
Company Secretary

Map to the venue of the Annual General Meeting



KPL INTERNATIONAL LIMITED

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