



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 51st Annual General Meeting of the members of **KPL International Limited** for the Financial Year ended March 31, 2025 will be held on **Monday, the 29th day of September, 2025** 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, India to transact the following businesses:

AS ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 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, 2025 and the Report of Auditors thereon.
2. To declare final dividend on 6% Non-Cumulative, Non-Participating, Non-Convertible Redeemable Preference Shares (NCRPS) on pro-rata basis to the Preference Shareholder amounting to Rs. 43,93,972 (Rupees Forty Three Lacs Ninety Three Thousand Nine Hundred and Seventy Two Only) to be paid for the financial year ended on 31st March, 2025.

"RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a Dividend @ 6% be and is hereby declared on the 6% Non-Cumulative, Non- Participating, Non-Convertible Redeemable Preference Shares (NCRPS) of the Face Value of Rs. 1,00,000/- per share on pro-rata basis for the Financial Year ended 31st March, 2025, aggregating to Rs. 43,93,972 (Rupees Forty Three Lacs Ninety Three Thousand Nine Hundred and Seventy Two Only) to the Preference Shareholder holding shares in electronic form on the basis of beneficial ownership as per the details furnished by the depositories, at the end of business hours on 29th September, 2025."

"FURTHER RESOLVED THAT the said dividend be paid to the shareholders subject to the applicable TDS."

3. 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.
4. To appoint a Director in place of Mrs. Vaidehi Kanoria (DIN: 00013028), who retires by rotation, and being eligible, offers herself for re-appointment.
5. Re-appointment of M/s. J K V S & Co., Chartered Accountants (Firm Registration No. 318086E) as the Statutory Auditor of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. J K V S & Co., Chartered Accountants (Firm Registration No. 318086E) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold such office for a further period of 5 (five) consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 56th Annual General Meeting (AGM) of the Company to be held in the F.Y. 2030-31 at such remuneration as decided by the Board from time to time to conduct the Audit from the Financial Year 2025-26 to Financial Year 2030-31 payable in one or more installments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred."

"FURTHER RESOLVED THAT the Audit Committee/ Board of Directors of the company be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment."

"FURTHER RESOLVED THAT any of the Directors or Company Secretary of the Company be and are hereby empowered and authorised to take such steps in relation to the above and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid resolution and to file necessary forms with the Registrar of Companies."

AS SPECIAL BUSINESSES:

6. Appointment of Mr. Subodh Jain (DIN: 00043061), 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 the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Subodh Jain (DIN: 00043061) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the board in its meeting held on 28th March, 2025 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 28th March, 2025 upto 27th March, 2030 and whose office shall not be liable to retire by rotation."

"FURTHER RESOLVED THAT any of the Director(s) of the Company or Company Secretary of the Company be and are hereby authorized to file the necessary e-form with the Registrar of Companies and

to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution including issuance of certified true copy of this resolution to whomsoever concerned."

7. Continuation of Mr. Surinder Kumar Kak as Managing Director of the Company upon attaining the age of 70 (Seventy) Years

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

"RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors in its meeting held on 22nd July, 2025, consent of the Members of the Company be and is hereby accorded for continuation of holding the office of Managing Director by Mr. Surinder Kumar Kak (DIN: 00044521) upon attaining the age of 70 (Seventy) years on 31st March, 2026 on the existing terms and conditions duly approved in the Annual General Meeting through a Special Resolution passed on 26th September, 2022."

"FURTHER RESOLVED THAT the Special Resolution approved and passed by the Members in the Annual General Meeting dated 26th September, 2022 with respect to the appointment of Mr. Surinder Kumar Kak, as Managing Director shall continue to remain in full force and effect."

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

Registered Office:

212A, 216 & 222, 2nd Floor,
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New Delhi 110 001

Dated: 22nd July, 2025

By order of the Board

Rahul Ambardar
Whole-Time Director
DIN: 01198347

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).

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Dated: 22nd July, 2025

By order of the Board

Rahul Ambardar
Whole-Time Director
DIN: 01198347

EXPLANATORY STATEMENT

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

Item No. 5

Though not mandatory, this item is explained for reference:

The Members of the Company at the 46th AGM held on 29th September, 2020 had approved the appointment of M/s. J K V S & Co., Chartered Accountants (Firm Registration No. 318086E) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 46th AGM till the conclusion of the 51st AGM. They will complete their first term of 5 (five) consecutive years as Statutory Auditors of the Company on conclusion of this AGM.

The Board of Directors of the Company (the Board), at its meeting held on 22nd July, 2025, considering the past performance, experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, re-appointment of M/s. J K V S & Co., Chartered Accountants (Firm Registration No. 318086E), as Statutory Auditors of the Company. The proposed re-appointment is for a further term of 5 (five) consecutive years from the conclusion of 51st AGM till the conclusion of the 56th AGM on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. J K V S & Co. and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder.

None of the Directors or other Key Managerial Personnel and their relatives, are in any way, concerned or interested financially or otherwise in Resolution No. 5.

The Board recommends the resolution in the Item No. 5 of the accompanying Notice for your approval as Ordinary Resolution.

Item No. 6

The Board Of Directors based on the recommendations of the Nomination and Remuneration Committee had appointed Mr. Subodh Jain (DIN: 00043061) as an Additional Director in the capacity of Independent Director of the Company in its meeting held on 28th March, 2025 for a period of five consecutive years with effect from 28th March, 2025 upto 27th March, 2030 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. Subodh Jain is aged about 59 years. He has completed Mathematics Statistics (Hons.) from the University of Delhi. He has vast experience in corporate affairs, having business experience of more than 40 years, in diverse range of businesses - paper import and indenting, international representation, real estate, hospitality, warehousing.

He is currently serving as the Chairman of Santosh Multimex Private Limited. He is also serving as a Director of Galgo Fine Papers Private Limited.

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

In the opinion of the Board, Mr. Subodh Jain 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. Subodh Jain 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. Subodh Jain	
Father's Name	Late Shri Suresh Chand Jain	
Date of Birth	01.04.1966	
Age	59 years	
Date of first Appointment	28.03.2025	
Brief resume and expertise in specific functional areas	Mr. Subodh Jain is aged about 59 years. He has completed Mathematics Statistics (Hons.) from the University of Delhi. He has vast experience in corporate affairs. He acts as a consultant & mentor to various paper trading houses in India.	
Qualification	Mathematics Statistics (Hons) from the University of Delhi	
Terms and conditions of appointment	As per the letter of appointment of Mr. Subodh Jain.	
Chairman/member of the committee of the Board of Directors of the Company	Mr. Subodh Jain is a member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility 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
	Santosh Multimex Private Limited	Director
	Galgo Fine Papers 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. Subodh Jain has vast experience in corporate affairs, having business experience of more than 40 years, in diverse range of businesses - paper import and indenting, international representation, real estate, hospitality, warehousing. He is currently serving as the Chairman of Santosh Multimex Private Limited. He is also serving as a Director of Galgo Fine Papers Private Limited. Also, he is an active Rotarian & Socialite.	

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

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

The appointment of Mr. Subodh Jain 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. 6 of the Notice is placed for your approval.

Copy of the letter for appointment dated 28th March, 2025 of Mr. Subodh Jain 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. Subodh Jain, none of the other Directors and Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in Resolution No. 6.

The Board recommends the resolution in the Item No. 6 of the accompanying Notice for your approval as Special Resolution.

Item No. 7

The Shareholders of the Company at the 48th Annual General Meeting held on 26th September, 2022 approved reappointment of Mr. Surinder Kumar Kak (DIN: 00044521) as a Managing Director of the Company for a period of five years effective from 01st September, 2022 to 31st August, 2027 through a Special Resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company. Mr. Surinder Kumar Kak, Managing Director of the Company will attain the age of 70 years on 31st March, 2026.

Considering the recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors in its meeting held on 22nd July, 2025, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

Mr. Surinder Kumar Kak, aged about 69, has completed Post Graduate in Management. Considering his long association with the company and his vast immense knowledge, expertise and enrich technical experience of business and corporate management which he has been contributing immensely in the growth of the Company, the Board of Directors recommends the Special resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members. The Board is of the view that the continued association of Mr. Surinder Kumar Kak would benefit the Company, given the knowledge, experience and performance of Mr. Surinder Kumar Kak, and contribution to Board processes by him. In the opinion of the Board, Mr. Surinder Kumar Kak fulfills the conditions specified in the Act for appointment as a Managing Director.

This explanatory statement and the resolution at Item no. 7 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Surinder Kumar Kak, none of the other Directors and key managerial personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise in Resolution No. 7.

The Board recommends the resolution in the Item No. 7 of the accompanying Notice for your approval as Special Resolution.

Registered Office:

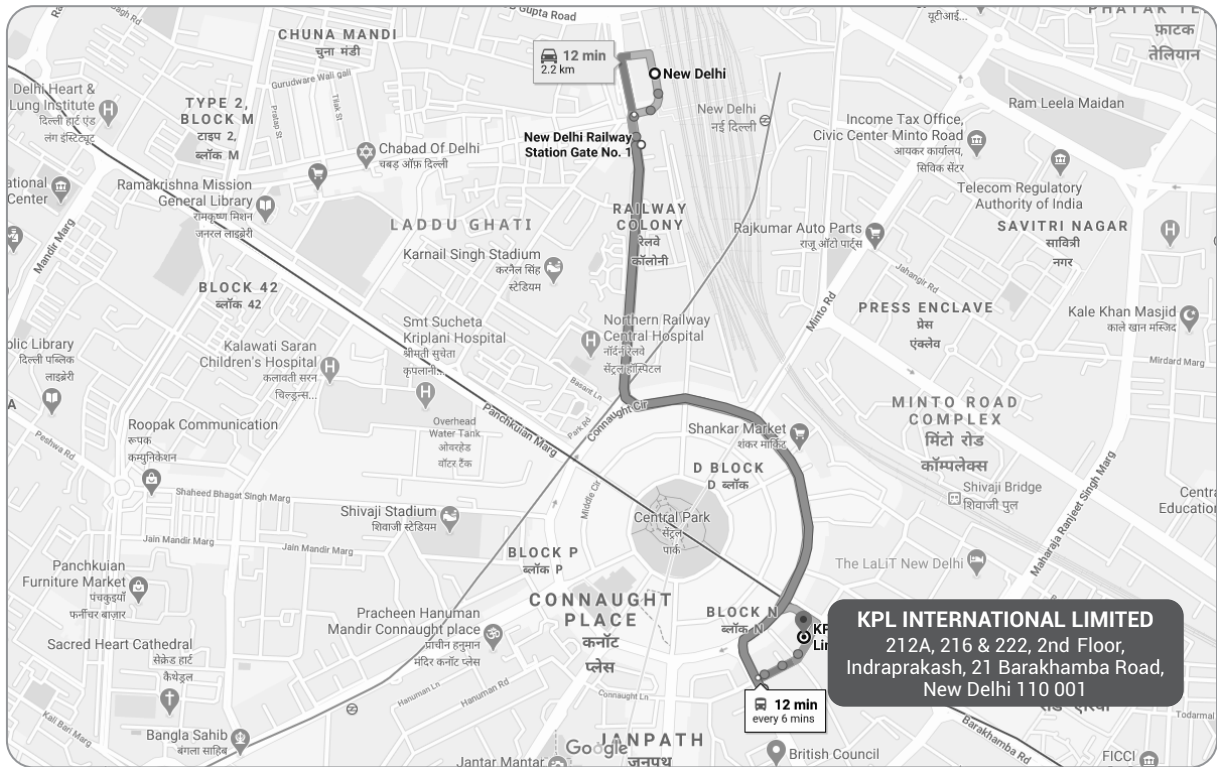
212A, 216 & 222, 2nd Floor,
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New Delhi 110 001

Dated: 22nd July, 2025

By order of the Board

Rahul Ambardar
Whole-Time Director
DIN: 01198347

MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



KPL INTERNATIONAL LIMITED

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