



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 OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting "EGM" (01/2026-27) of the Members of **KPL International Limited** "the Company" will be held on Friday, **the 17th day of July, 2026 at 11:00 A.M.** at the registered office of the Company situated at 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi- 110001 to transact the following business:

SPECIAL BUSINESS:

- 1. TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY AGAINST LOAN TAKEN BY THE COMPANIES WHICH ARE GROUP COMPANIES, ASSOCIATE COMPANIES, JOINT VENTURE COMPANIES OR SUBSIDIARY COMPANIES OF THE COMPANY OR ANY OTHER PERSON IN WHICH ANY OF THE DIRECTORS OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the approval of the Board of Directors (hereinafter referred to as "the Board") and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, upto an aggregate amount not exceeding Rs. 100 crores (Rupees One Hundred Crores only), at any point of time, in its absolute discretion deem beneficial and in the best interest of the Company provided that such loans are utilised by the Borrowing Company for its principal business activities;

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the financial performance of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto;

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby authorized to sign and certify the copy of this resolution as may be required and filing the same with the Registrar of Companies, Delhi or any other authorities concerned through prescribed form or e-form to give effect to this resolution."

2. RE-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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rohit Chopra (DIN: 10103885) as Whole-time Director of the Company, liable to retire by rotation, for a further period of 3 (Three) years with effect from 1st May, 2026 upto 30th April, 2029 on the remuneration and terms and conditions contained in the explanatory statement appended hereto and in the agreement entered into between the Company and Whole-time 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 any of the Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be required from time to time to give effect to the aforesaid resolution, and vary and/or alter the terms and conditions of the said Agreement, subject to requisite approval, if any, in such manner, as may be agreed to between the Board of Directors and Mr. Rohit Chopra, provided that the terms and conditions so varied and/or altered are in accordance with and as per the limits specified in Section 196 and Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act or any modification or amendment thereto.”

3. RE-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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rahul Ambardar (DIN: 01198347) as Whole-time Director of the Company, liable to retire by rotation, for a further period of 3 (Three) years with effect from 1st May, 2026 upto 30th April, 2029 on the remuneration and terms and conditions contained in the explanatory statement appended hereto and in the agreement entered into between the Company and Whole-time 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 any of the Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be required from time to time to give effect to the aforesaid resolution, and vary and/or alter the terms and conditions of the said Agreement, subject to requisite approval, if any, in such manner, as may be agreed to between the Board of Directors and Mr. Rahul Ambardar, provided that the terms and conditions so varied and/or altered are in accordance with and as per the limits specified in Section 196 and Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act or any modification or amendment thereto.”

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

Date: 25th June, 2026

By order of the Board

Anjna Gupta
Company Secretary

NOTES FOR ATTENTION OF MEMBERS

1. **A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("EGM"), 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 EGM. 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 EGM 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 EGM.
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/proxies/authorized representatives are requested to produce the enclosed attendance slip duly signed as per the specimen signature for admission to the meeting hall.
10. 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.
11. Any queries related to accounts must be sent to the Company at least 10 days before the date of the meeting.

12. 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.
13. A route map showing directions to reach the venue of the EGM 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

Date: 25th June, 2026

By order of the Board

Anjna Gupta
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY AGAINST LOAN TAKEN BY THE COMPANIES WHICH ARE GROUP COMPANIES, ASSOCIATE COMPANIES, JOINT VENTURE COMPANIES OR SUBSIDIARY COMPANIES OF THE COMPANY OR ANY OTHER PERSON IN WHICH ANY OF THE DIRECTORS OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

Pursuant to Section 185 of the Companies Act, 2013 (the Act), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 01 of this Notice to meet the business requirements.

The members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The resolution as set forth in Item no. 01 of this Notice has been approved by the Board at its meeting held on 24th June, 2026. Therefore, it is placed before the members for their approval by way of special resolution.

Except to the extent of their shareholding and directorship in the Company and in the entities, none of the Directors, Key Managerial Personnel, or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 2: RE-APPOINTMENT OF MR. ROHIT CHOPRA (DIN: 10103885) AS WHOLE-TIME DIRECTOR OF THE COMPANY

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Rohit Chopra (DIN: 10103885) as Whole-time Director of the Company for a period of 3 (Three) years with effect from 1st May, 2023 upto 30th April, 2026 which was also approved by the members at their 49th Annual General Meeting held on 29th September, 2023.

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. Rohit Chopra are indispensable to the Company and hence he shall be appointed for a further period of 3 (Three) years. Accordingly based on the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors of the Company at their respective meetings held on 30th March, 2026, Mr. Rohit Chopra has been re-appointed as Whole-time Director of the Company for a further period of 3 (Three) years with effect from 1st May, 2026 upto 30th April, 2029 at the remuneration as detailed below subject to the approval of members:

A. SALARY: Basic Salary – Rs. 3,13,247/- per month.

B. PERQUISITES: Mr. 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 70% of the basic salary.

b) 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.

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) Leave encashment as per the rules of the Company and all unavailed earned leave as on 01.05.2026 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. 20,000/- per month and Fuel and Maintenance expenses of Car to the extent of Rs. 12,000/- per month.
 - ii. Conveyance allowance Rs. 56,373/- per month.

C. COMMISSION:

- i. Commission at the rate of 1% 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. Rohit Chopra shall be entitled to such increment in salary/perquisites and commission rate to be effective from such date as may be decided by the board.
- E.** The break-up of Mr. Rohit Chopra's remuneration including basic and perquisites in category I, II and III 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 or otherwise.

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 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. 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. 3: RE-APPOINTMENT OF MR. RAHUL AMBARDAR (DIN: 01198347) AS WHOLE-TIME DIRECTOR OF THE COMPANY

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Rahul Ambardar (DIN: 01198347) as Whole-time Director of the Company for a period of 3 (Three) years with effect from 1st May, 2023 upto 30th April, 2026 which was also approved by the members at their 49th Annual General Meeting held on 29th September, 2023.

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. Rahul Ambardar are indispensable to the Company and hence he shall be appointed for a further period of 3 (Three) years. Accordingly based on the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors of the Company at their respective meetings held on 30th March, 2026, Mr. Rahul Ambardar has been re-appointed as Whole-time Director of the Company for a further period of 3 (Three) years with effect from 1st May, 2026 upto 30th April, 2029 at the remuneration as detailed below subject to the approval of members:

A. SALARY: Basic Salary – Rs. 2,42,696/- per month.

B. PERQUISITES: Mr. 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 70% of the basic salary.

b) 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.

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) Leave encashment as per the rules of the Company and all unavailed earned leave as on 01.05.2026 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. 20,000/- per month and Fuel and Maintenance expenses of Car to the extent of Rs. 12,000/- per month.
 - ii. Conveyance allowance Rs. 43,677/- per month.

C. COMMISSION:

- i. Commission at the rate of 1% 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. Rahul Ambardar shall be entitled to such increment in salary/perquisites and commission rate to be effective from such date as may be decided by the board.
- E.** The break-up of Mr. Rahul Ambardar's remuneration including basic and perquisites in category I, II and III 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 or otherwise.

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 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. 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.

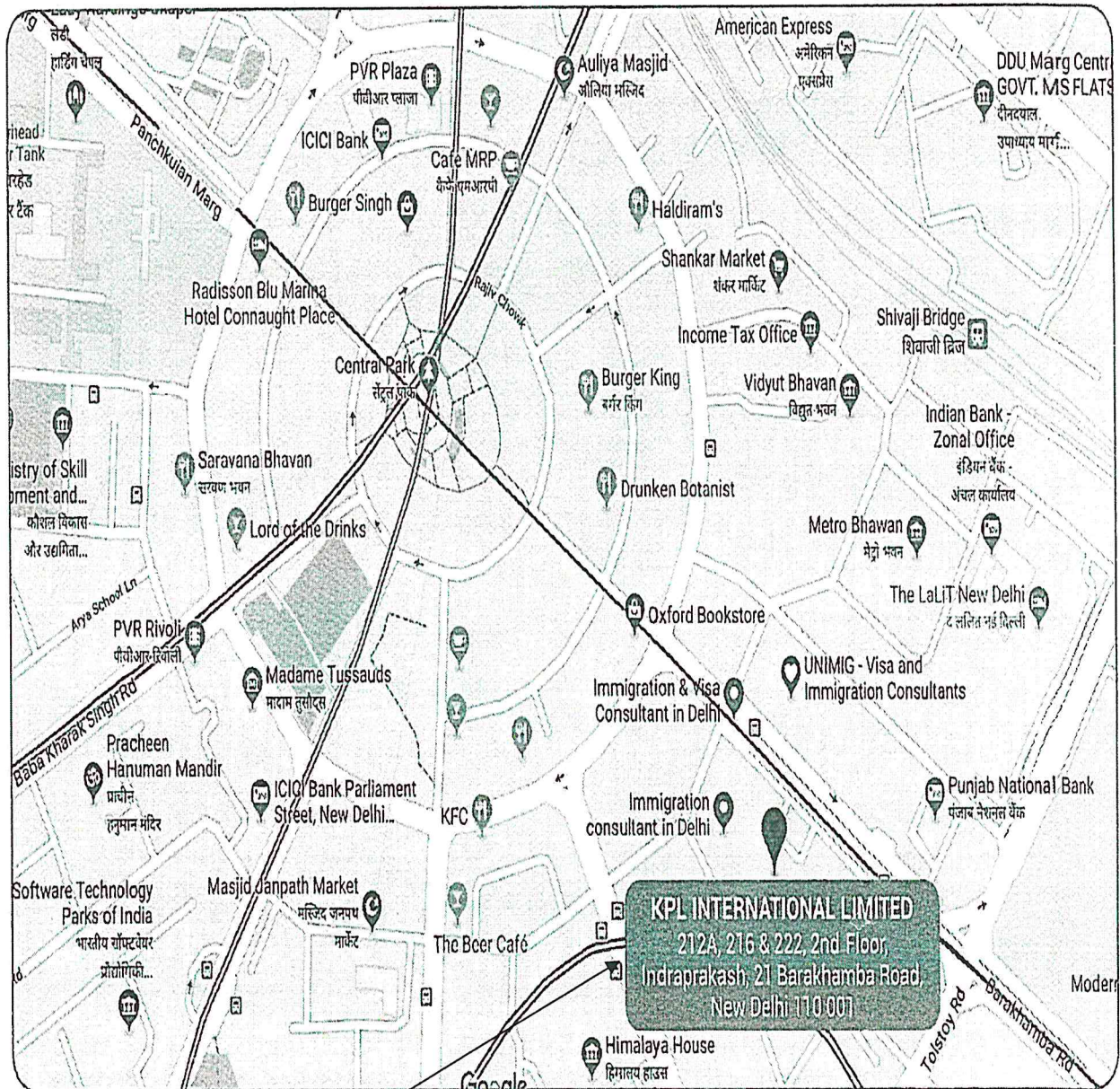
Registered Office:
212A, 216 & 222, 2nd Floor,
Indraprakash 21, Barakhamba Road,
New Delhi- 110 001

Date: 25th June, 2026

By order of the Board

Anjna Gupta
Company Secretary

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