KPL INTERNATIONAL LIMITED
CIN: U23209DL1974PLC029068
Registered 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 THE 52ND ANNUAL GENERAL MEETING

Notice is hereby given that the 52nd Annual General Meeting ('AGM') of the members of **KPL International Limited** for the financial year ended 31st March, 2026 will be held on **Monday, the 07th day of September, 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, India to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, and the reports of the Board of Directors and Auditors thereon:

   "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March, 2026, and the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted."

2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 and the report of Auditors thereon:

   "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2026 and the report of Auditors thereon, be and are hereby approved and adopted."

3. To declare a final dividend on 6% Non-Cumulative, Non-Participating, Non-Convertible Redeemable Preference Shares (NCRPS) on pro-rata basis for the financial year ended 31st March, 2026:

   "**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company at its meeting held on 03rd August, 2026, a final dividend at the rate of 6% on the 6% Non-Cumulative, Non-Participating, Non-Convertible Redeemable Preference Shares (NCRPS) of the face value of Rs. 1,00,000/- each, be and is hereby declared on a pro-rata basis for the financial year ended 31st March, 2026, aggregating to Rs. 2,95,27,397/- (Rupees Two Crores Ninety Five Lakhs Twenty Seven Thousand Three Hundred and Ninety Seven only), payable to the Preference Shareholder;

   RESOLVED FURTHER THAT the aforesaid dividend shall be paid after deducting the withholding tax, if any, in accordance with the provisions of the Income-tax Act, 2025 and the rules made thereunder."

4. To appoint a Director in place of Mr. Rajya Vardhan Kanoria (DIN: 00003792), who retires by rotation, and being eligible, has offered himself for re-appointment:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajya Vardhan Kanoria (DIN: 00003792), who retires by rotation at this meeting and being eligible, for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation."

5. To appoint a Director in place of Mr. Anand Vardhan Kanoria (DIN: 02048465), who retires by rotation, and being eligible, has offered himself for re-appointment:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anand Vardhan Kanoria (DIN: 02048465), who retires by rotation at this meeting and being eligible, for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation."

SPECIAL BUSINESS:

6. To re-appoint Mr. Vidyanidhi Dalmia (DIN: 00008900) as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 17th March, 2027:

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), 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 recommendation of the Nomination and Remuneration Committee and approval and recommendation of the Board of Directors, Mr. Vidyanidhi Dalmia (DIN: 00008900), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to 16th March, 2027 and is eligible for being re-appointed as an Independent Director, and meets the criteria of independence under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years, i.e. 17th March, 2027 up to 16th March, 2032;

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act, read with the Rules made thereunder, Mr. Vidyanidhi Dalmia, be paid such fees as the Board may approve from time to time and subject to such limits prescribed from time to time;

   RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

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

Place: New Delhi
Date: 3rd August, 2026

By order of the Board
For **KPL International Limited**

Sd/-
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, Ist 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

Place: New Delhi
Date: 3rd August, 2026

By order of the Board
For **KPL International Limited**

Sd/-
Rahul Ambardar
Whole-Time Director
DIN: 01198347

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out material facts relating to Item No. 6 of the accompanying Notice:

Item No. 6 - To re-appoint Mr. Vidyanidhi Dalmia (DIN: 00008900) as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 17th March, 2027:

The Members of the Company, at their 48th Annual General Meeting held on 26th September 2022, had appointed Mr. Vidyanidhi Dalmia (DIN: 00008900) as an Independent Director of the Company for first term of 5 (five) consecutive years from 17th March, 2022 up to 16th March, 2027, pursuant to the provisions of the Companies Act, 2013 ('the Act'). His first term as an Independent Director will be coming to an end on 16th March, 2027.

The NRC, after taking into account the performance evaluation of Mr. Vidyanidhi Dalmia during his first term of 5 (five) years and considering his vast experience in corporate affairs and government relations & strategy, knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 03rd August, 2026, has recommended to the Board his reappointment for a second term of 5 (five) years w.e.f 17th March, 2027.

The Board, considers that, given Mr. Vidyanidhi Dalmia's professional background, experience and contributions made by him during his tenure, the continued association of Mr. Vidyanidhi Dalmia would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Vidyanidhi Dalmia as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, on the basis of recommendation of NRC.

In accordance with the provisions of Section 149(10) of the Act, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. Accordingly, the prior approval of the Members of the Company is being sought by way of a special resolution for the same.

Mr. Vidyanidhi Dalmia is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ('the Act'). He has confirmed that he is not debarred from holding the office of director by virtue of any order from Ministry of Corporate Affairs or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from Mr. Vidyanidhi Dalmia that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Mr. Vidyanidhi Dalmia fulfils the conditions for re-appointment as an Independent Director as specified in the Act and is independent of Management.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr. Vidyanidhi Dalmia for the office of the director.

The copy of draft letter of appointment setting out the terms and conditions of his appointment is available for inspection by the Members 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.

Brief profile and other requisite details including Directorships and Committee positions of Mr. Vidyanidhi Dalmia is as below:

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Vidyanidhi Dalmia is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in Item No. 6 of the notice.

The Board of Directors based on the recommendation of NRC considers the re-appointment of Mr. Vidyanidhi Dalmia as an Independent Director in the interest of the Company and recommends the special resolution set out at Item No. 6 of the Notice for approval by members.

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

Place: New Delhi
Date: 3rd August, 2026

By order of the Board
For **KPL International Limited**

Sd/-
Rahul Ambardar
Whole-Time Director
DIN: 01198347

Details pursuant to para 1.2.5 of SS-2 ('Secretarial Standard on General Meetings')

Brief Profile of Mr. Vidyanidhi Dalmia:

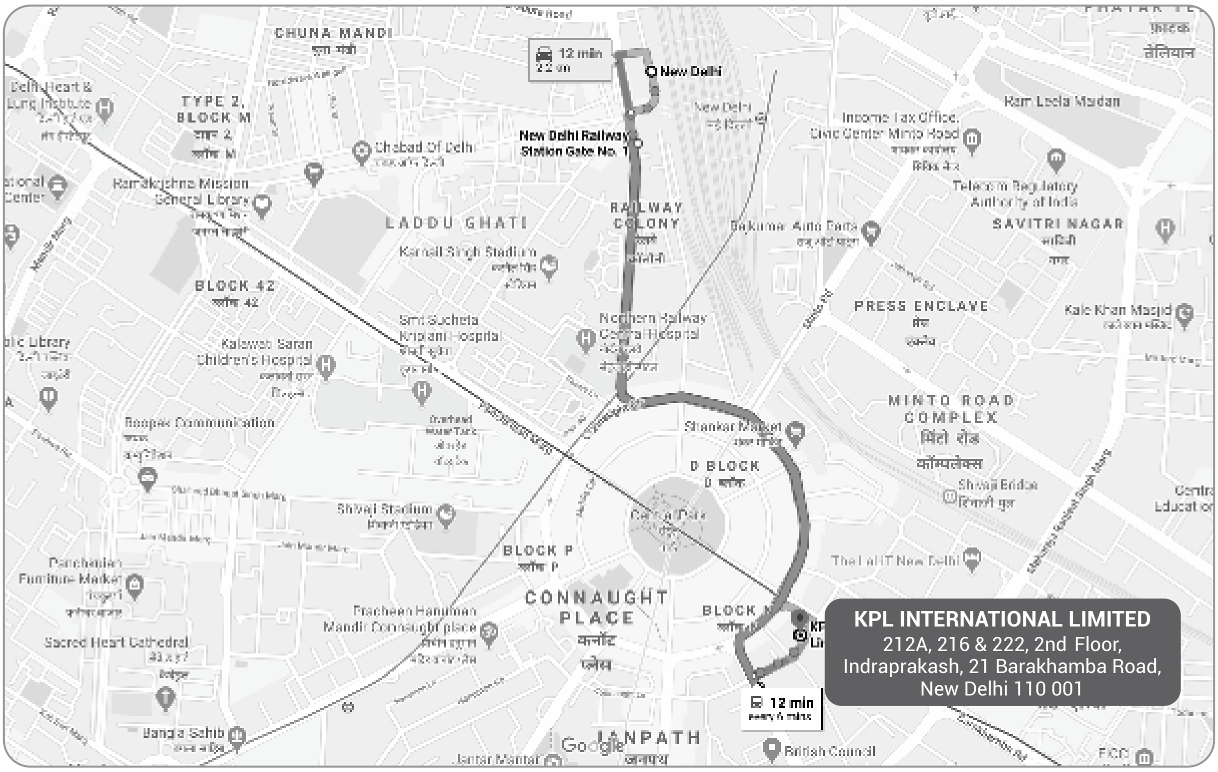
Mr. Vidyanidhi Dalmia is aged about 72 years. He has taken MBA Degree from University of Virginia's renowned Darden School of Business. He has vast experience in corporate affairs and government relations & strategy.

He is the Founder and Chairman of Dalmia Continental Private Limited.

Other information about the appointee(s) as on the date of this Notice is as follows:

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Name of the Director</td><td>Mr. Vidyanidhi Dalmia</td></tr>
<tr><td>DIN</td><td>00008900</td></tr>
<tr><td>Father's Name</td><td>Mr. Ramkrishna Dalmia</td></tr>
<tr><td>Date of Birth</td><td>16th October, 1954</td></tr>
<tr><td>Age</td><td>72 years</td></tr>
<tr><td>Date of first Appointment on the Board</td><td>17th March, 2022</td></tr>
<tr><td>Brief resume and expertise in specific functional areas</td><td>Mr. Vidyanidhi Dalmia is aged about 72 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.</td></tr>
<tr><td>Qualification</td><td>MBA from University of Virginia's renowned Darden School of Business</td></tr>
<tr><td>Terms and conditions of appointment/re-appointment</td><td>As per the letter of appointment of the Mr. Vidyanidhi Dalmia.</td></tr>
<tr><td>Membership/Chairmanship of Committees of the Board of Directors of the Company</td><td>Mr. Vidyanidhi Dalmia is a member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.</td></tr>
<tr><td>Directorships held in other companies</td><td><table><tr><th>Name of the Company</th><th>Position Held</th></tr><tr><td>Dalmia Continental Private Limited</td><td>Director</td></tr><tr><td>Frick India Limited</td><td>Independent Director</td></tr></table></td></tr>
<tr><td>Membership/Chairmanship of Committees of other Boards in which he is a director</td><td><table><tr><th>Name of the Company</th><th>Chairmanship</th><th>Membership</th></tr><tr><td>Frick India Limited</td><td>• Corporate Social Responsibility
• Audit Committee</td><td>• Nomination & Remuneration Committee</td></tr></table></td></tr>
<tr><td>Shareholding in the Company</td><td>Nil</td></tr>
<tr><td>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</td><td>He is not related to any of the Director or Key Managerial Personnel of the Company.</td></tr>
<tr><td>Justification for choosing the appointee for appointment</td><td>Mr. Vidyanidhi Dalmia has vast experience in corporate affairs and government relations & strategy. He is the Founder and Chairman of Dalmia Continental Private Limited.</td></tr>
<tr><td>Number of Board Meetings attended during FY-2025-26 and FY-2026-27</td><td>For FY-2025-26: 7 out of 7
For FY-2026-27: 3 out of 3</td></tr>
<tr><td>Number of Committee Meetings attended during FY-2025-26 and FY-2026-27</td><td>For FY-2025-26:
Audit Committee: 7 out of 7
Nomination and Remuneration Committee: 4 out of 4
For FY-2026-27:
Audit Committee: 2 out of 2
Nomination and Remuneration Committee: 2 out of 2</td></tr>
</table>

MAP TO THE VENUE OF 52ND ANNUAL GENERAL MEETING



KPL INTERNATIONAL LIMITED

Registered 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

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

ANNUAL GENERAL MEETING
ATTENDANCE SLIP

1. Name(s) of Member(s) Including joint holders, if any : ______________________

2. Registered address of the Sole / First named Member : ______________________

3. DP ID No. & Client ID No./ Registered Folio No. : ______________________

4. No. of shares held : ______________________

I / We hereby record my / our presence at the 52nd Annual General Meeting ('AGM') of the KPL International Limited, on Monday, the 07th day of September, 2026 at 11:00 A.M. at 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi – 110001.

____

Signature of the Shareholder/ Proxy present

NOTE : Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip and handover the same duly signed at the entrance of the meeting hall.

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

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	U23209DL1974PLC029068
Name of the company	:	KPL INTERNATIONAL LIMITED
Registered Office	:	212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi - 110001

Name of the Member(s) :

Registered Address :

E-mail Id : Folio / DP ID & Client ID No. :

I/We, being the member(s), holding .... Shares of the above named company, hereby appoint

1. Name: .... Address: ....
   E-mail Id: .... Signature: .... or failing him
2. Name: .... Address: ....
   E-mail Id: .... Signature: .... or failing him
3. Name: .... Address: ....
   E-mail Id: .... Signature: .... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting ('AGM') of the KPL International Limited, to be held on Monday, the 07th day of September, 2026 at 11:00 A.M. at 212A, 216 & 222, 2nd Floor, Indraprakash 21, Barakhamba Road, New Delhi – 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business:			
1.	To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, and the reports of the Board of Directors and Auditors thereon.		
2.	To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 and the report of Auditors thereon.		

3.	Tto declare a final dividend on 6% Non-Cumulative, Non-Participating, Non-Convertible Redeemable Preference Shares (NCRPS) on pro-rata basis for the financial year ended 31st March, 2026.		
4.	To appoint a Director in place of Mr. Rajya Vardhan Kanoria (DIN: 00003792), who retires by rotation, and being eligible, has offered himself for re-appointment.		
5.	To appoint a Director in place of Mr. Anand Vardhan Kanoria (DIN: 02048465), who retires by rotation, and being eligible, has offered himself for re-appointment.		
Special Business:			
6.	To re-appoint Mr. Vidyanidhi Dalmia (DIN: 00008900) as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 17th March, 2027.		

Signed this.. day of 2026

Signature of shareholder(s) ....

Signature of Proxy holder(s) ....

Affix Revenue Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company/Registrar & Share Transfer Agent, RCMC Share Registry Pvt. Limited, not less than 48 hours before the commencement of the meeting.