

NOTICE CONVENING 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40THAnnual General Meeting of the members of M/s KCL Limited will be held on **Saturday, 30th September 2023 at 11:00 AM (IST)** at the Registered Office of the company Situated at E-292, Sarita Vihar, New Delhi - 110044to transact the following business:

ORDINARY BUSINESS:

Item 1: To receive, consider and adopt

- a) **the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

- b) **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023together with the Report of the Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023together with the Report of the Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

Item 2: To appoint a director in place of Mr. Rajeev Khemka (holding DIN No 00103260), who retires by rotation, and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajeev Khemka, Whole time Director, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item 3: To appoint a director in place of Mr. Deeptanshu Khemka (holding DIN No 07484360), who retires by rotation, and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Deeptanshu Khemka, Whole time Director who retires

by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item 4. Appointment of Statutory Auditor to fill casual vacancy

To appoint statutory auditor of the company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Subject to the provisions of Section pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s Jagdish Chand & Co., Chartered Accountants (Firm Registration No. 000129N), be and are hereby appointed as Statutory Auditor of the Company, to fill the casual vacancy caused by the resignation of M/s Deepanshu Goel & Associates, Chartered Accountant.

RESOLVED FURTHER THATM/s Jagdish Chand & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from July 14th 2023, until the conclusion of the 40th Annual General Meeting of the company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

Item 5. Appointment of Statutory Auditor

To appoint statutory auditor of the company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Subject to the provisions of Section pursuant to section 139, 142 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, M/s Jagdish Chand & Co., Chartered Accountants (Firm Registration No. 000129N), be and are hereby appointed as Statutory Auditor of the Company, to hold the office from the conclusion of 40th Annual General Meeting, for a single term of 5 (five) years at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the company.

RESOLVED FURTHER THAT Mr. Rajeev Khemka, Executive Director cum CFO and Mr. Ashish Khemka, Executive Director be and are hereby severally authorized to do all such acts, deeds and things to give effect to this resolution.”

Item No: 6

To Approve Continuation of directorship of Mrs. Chander Kala Khemka (DIN: 00103355) as a Non-Executive Non-Independent Director Beyond the Age of 75 Years in terms of Regulation

17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard, pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) approval of the members of the company be and is hereby accorded to the continuation of directorship of Mrs. Chander Kala Khemka (DIN: 00103260) as Non-executive Non- Independent Director of the Company beyond the age of 75 years.

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

Item No: 7 To appoint Mr. Amrish Aggarwal (DIN: 07631515) as an Independent 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 Sections 149, 152, and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and in accordance with the recommendation of Nomination and Remuneration Committee, Mr. Amrish Aggarwal (DIN: 07631515), who was appointed as an Additional Director of the Company in the category of Independent Director with effect from 04th September, 2023, be and is hereby appointed as an Independent Director, for a term of 5 (five) consecutive years to hold office from the conclusion of this (40th) Annual General Meeting (‘AGM’) till the conclusion of the forty fifth (45th) AGM, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No: 8 Appointment of Mrs. Vandana Khemka, W/o Mr. Rajeev Khemka (DIN 02479295) as a Woman Director and Non-Executive Non-Independent Director

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

RESOLVED that pursuant to the provisions of Section 152, 160 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(s) thereof for the

time being in force), Mrs. Vandana Khemka (DIN: 02479295), who was appointed as an Additional Director (in the category of woman Director and Non-Executive and Non-Independent) w.e.f. September 04, 2023 and who holds office as such upto the date of this ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature as a Director, be and is hereby appointed as a Woman Director in the category of (Non-Executive and Non Independent) Director of the Company to hold office for a period of five consecutive years up to 03rd September, 2028, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

Item 9: Increase in the remuneration payable to Mr. Vardaan Khemka being related party, holding office or place of Profit in the Company and in this regard to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188(1) (f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to Mr. Vardaan Khemka, Related party, to hold an office or place of profit in the Company and increase in his remuneration to the maximum of ₹ 60 Lacs p.a. over and above last salary drawn in the Company (presently last salary drawn is Rs. 2 lakhs Per Month) for a period of three year effective from April 01, 2023, to March 31, 2026, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company and in accordance with the provisions of the Act as may be agreed to between the Board of Directors and Mr. Vardaan Khemka.

RESOLVED FURTHER THAT the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

Item 10: Increase in the remuneration payable to Mr. Sanjeev Khemka being related party, holding office or place of Profit in the Company and in this regard to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188(1) (f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to Mr. Sanjeev Khemka, Related party, to hold an office or place of profit in the Company and increase in his remuneration to the maximum of ₹ 84 Lacs p.a. over and above last salary drawn in the Company (presently last salary drawn is Rs. 3.25 lakhs Per Month) for a period of three year effective from October 01, 2023, to September 30, 2026, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in

accordance with the rules of the Company and in accordance with the provisions of the Act as may be agreed to between the Board of Directors and Mr. Sanjeev Khemka.

RESOLVED FURTHER THAT the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

Item 11: To Approve the revised payment of Remuneration to Mr. Rajeev Khemka, (DIN: 00103260), Executive Director cum CFO of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with 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), approval of the members be and is hereby accorded to payment of such revised remuneration to Mr. Rajeev Khemka, (DIN: 00103260), WTD cum CFO, for the period from October 1, 2023 for a period of three years up to 30th September 2026 as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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

Item 12: To Approve the revised payment of Remuneration to Mr. Ashish Khemka, (DIN: 00103321), Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with 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), approval of the members be and is hereby accorded to payment of such revised remuneration to Mr. Ashish Khemka, (DIN: 00103321), WTD, for the period from October 1, 2023 for a period of three years upto 30th September 2026 as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and /

or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution

Item 13: To Approve the revised payment of Remuneration to Mr. Deeptanshu Khemka, (DIN: 07484360), Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with 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), approval of the members be and is hereby accorded to payment of such revised remuneration to Mr. Deeptanshu Khemka, (DIN: 07484360), WTD, for the period from October 1, 2023 for a period of three years upto 30th September 2026 as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution

Registered Office
E-292, Sarita Vihar, New Delhi
110044, India, Ph:011-26955419
CIN:L74899DL1983PLC068008
Email: cs@kcl.co.in
Web: www.kcl.co.in

**By Order of the Board of Directors
For M/s KCL Limited**

**Amit Aggarwal
Company Secretary and Compliance officer
Membership No: A28783**

Date:
Place:

Notes:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 4, 5, 6, 7 and 8 forms part of this Notice. Additional information, pursuant to Regulations 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard- 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.
2. The Ministry of Corporate Affairs ("MCA") has, vide its Circular no.21/2021, dated December 14, 2021 read together with circular dated January 13, 2021, April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the MCA circulars, provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however the AGM of the Company is being held through physical mode instead of VC/ OAVM. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 40TH AGM of the Company is being held through physically mode on Saturday, 30th September 2023, at 11:00 A.M. (IST).
3. The deemed venue for 40th AGM shall be at the Registered Office of the Company at E-292, Sarita Vihar, New Delhi-110044.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kcl.co.in The Notice can also be accessed from the websites of the Stock Exchange i.e. MSEI Limited at www.msei.in. The AGM Notice is also disseminated on the

website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingnsdl.com

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company.
11. SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialized form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) in case of holdings in physical form.
12. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DP.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circularNo. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be.
14. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.
15. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the

Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@kcl.co.in.

16. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrar and Share Transfer Agents, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form
18. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. The Board of Directors of the Company has appointed Mr. Vivek Rawal, Partner of M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
20. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 23rd September 2023 to Saturday 30th September 2023 (both day inclusive).
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
22. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.kcl.co.in and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
23. the Route Map of the AGM is annexed in this Notice.

24. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Wednesday, 27th September, 2023 at 09:00 A.M. and ends on Friday, 29th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be

	<p>redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>  <p>The image shows a promotional banner for the NSDL Mobile App. It features the text "NSDL Mobile App is available on" in blue. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a square QR code for scanning.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for

- shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to service@vvanda.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Snehal Bhamre, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@kcl.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@kcl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT,2013

ITEM NO.4:

The members of the company at its 39th AGM held on dated 30th September 2022 had appointed M/s Deepanshu A Goel & Associates, Chartered Accountant Firm Registration No. 038933N as the statutory auditor of the company to hold office from the conclusion of 39th AGM till the conclusion of 44th AGM of the company.

M/s Deepanshu A Goel & Associates, Chartered Accountant vide their letter dated 12.07.2023 have resigned from the position of Statutory auditor of the company, resulting into casual vacancy in the office of statutory auditor as envisaged by section 139(8) of the Companies Act 2013.

The Board of Directors at its meeting held on 15th July 2023, as per the recommendation of the Audit committee and pursuant to the provisions of the Section 139(8) of the Companies Act 2013 has appointed M/s Jagdish Chand & Co, Chartered Accountant,(firm Registration no 000129N) to hold office as the statutory auditor of the company till the conclusion of 40th AGM and to fill the casual vacancy caused by the resignation of M/s Deepanshu A Goel & Associates subject to the approval by the members at the 40th Annual General Meeting of the company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the audit committee in consultation with Auditors and duly approved by the Board of Directors of the company.

The company has received consent letter and eligibility certificate from M/s Jagdish Chand & Co. Chartered Accountant to act as statutory auditor of the company in place of M/s Deepanshu A Goel & Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the companies act 2013

None of the Directors, KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. of the accompanying notice of the approval of the members

ITEM NO.5:

The Board of Directors at its meeting held on 15th July 2023 and as per the recommendation of the Audit committee and pursuant to the provisions of the Section 139 and other applicable provisions, if any, of the companies act 2013 read with the Companies (Audit and Auditors) Rules 2014 and other applicable provisions if any, recommended the appointment of M/s Jagdish Chand & Co. as the statutory auditor of the company to hold office for a period of five years, till the conclusion of the 45th Annual General Meeting to be held in the year 2028 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and

recommended by the audit committee in consultation with Auditors and duly approved by the Board of Directors of the company.

The company has received consent letter and eligibility certificate from M/s Jagdish Chand & Co. Chartered Accountant, to act as statutory auditor of the company in place of M/s Deepanshu A Goel & Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the companies act 2013

The Company has further obtained a certificate from the auditors of the Company that they meet the criteria of independence, eligibility and qualification as prescribed in section 141 of the Companies Act 2013. As required under the SEBI Listing Regulations, M/s Jagdish Chand & Co. Chartered Accountant, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors, KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No.5 of the accompanying notice of the approval of the members

ITEM NO.6:

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April 2019, no listed entity shall appoint or continue the directorship of any person as a non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Smt. Chandra Kala Khemka (DIN: 00103255), has attained the age of 75 years in March 2022. In terms of provisions of the Companies Act, 2013, Smt. Chandra Kala Khemka is liable to retire by rotation and being eligible, offers herself for re-appointment. The Board of Directors considered and approved the continuation of Smt. Chandra Kala Khemka as a Non-executive Director Non-Independent Director of the Company, liable to retire by rotation.

No Director except Smt. Chandra Kala Khemka herself and Key Managerial Personnel of the Company and their relatives are concerned or interested in the proposed Special Resolution.

ITEM NO.7:

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Amrish Aggarwal as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from September 04th, 2023, to September 03rd, 2028, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

As an Additional Director, Amrish Aggarwal holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary

declaration(s) from Amrish Aggarwal confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

Mrs. Amrish Aggarwal is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Profile:

EDUCATION QUALIFICATION

Masters	University of Leicester, U K	Full Time (10th April 2007-15th September 2010)
Bachelors	University of Delhi, INDIA	Full Time (1st July 1994-20th April 1997)
Year 12	DAV Public School, INDIA	Full Time (3rd April 1992-25th March 1994)
Year 10	St. Joseph Convent School, INDIA	Full Time (1st April 1982-27th March 1992)

PROFESSIONAL QUALIFICATION

National Institute of Sales & Marketing, INDIA Full Time (7th July 1997- 27th August 1998)

PROJECT UNDERTAKEN (During MBA)

Relationship between buyer-seller in the metal scrap industry. Evaluating the methods and the implication these relationship in the metal scrap industry.

WORK EXPERIENCE

Name of Company	: Unnati International FZC, UAE
Company Profile	: Traders, Importers and Exporters Ferrous and Non-ferrous Recyclable Metal Scrap
Position	: General Manager
Duration	: 20th August' 2002 - till date
Working Hours	: 40 hrs per week
Job Profile	: Implement Strategies for Operations Business Development Formulate policies for introducing new products Creating Brand Awareness Exploring opportunities in manufacturing related products Handling entire logistics for the company Providing after sale service

Marketing & Sales

Name of Company : Shrimat Alloys Pvt Ltd, INDIA
Company Profile : Manufacturers of Non-ferrous Metal Alloys
Position : Director
Duration : 15th October' 2016 – till date
Working Hours : 40 hrs per week
Job Profile : Overseeing entire manufacturing process
Implement Strategies for Operations
Business Development
Formulate policies for introducing new products
Formulating and implementing polices for increasing sales
Handling of Human Resources
Creating Brand Awareness
Handling entire logistics for the company
Providing after sale service
Managing Finances

Name of Company : GE Capital, INDIA
Company Profile : Back-office operators joint venture with State Bank of India
Position : Associate Underwriter
Duration : 1st October' 2001 – 30th April' 2002
Working Hours : 40 hrs per week
Job Profile : Back-office work
Team works in multinational environment
Target based job
Understanding and analysing financial data

Name of Company : AERENS Group, INDIA
Company Profile : Development and running of two portals builda2z and ridhisidhi
Position : Manager
Duration : 5th October' 2000 – 30th September' 2001
Working Hours : 40 hrs per week
Job Profile : Back-office work
Team works in multinational environment
Target based job
Understanding and analysing financial data

Name of Company : ICICI Capital Services, INDIA
Company Profile : Financial Institution
Position : Marketing Representative
Duration : 10th November' 1999 – 20th September' 2000

Working Hours : 40 hrs per week
Job Profile : Selling of financial products
After Sale Service
Target based job

ITEM NO.8:

Pursuant to the provisions of Section 149(1) of the Companies Act, 2013, the Company is required to appoint Woman Director on the Board of the Company

In compliance with the above provisions, the Board of Directors, upon the recommendation of the Committee, had appointed Mrs. Vandana Khemka, W/o Mr. Rajeev Khemka (DIN - 02479295) as an Additional Director, in the category of Woman Director, Non-Executive and Non-Independent Director, w.e.f. September 04, 2023 pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Pursuant to section 161 of the Companies Act, 2013, Mrs. Vandana Khemka, W/o Mr. Rajeev Khemka (DIN - 02479295) will hold office upto the date of the ensuing AGM.

The Company has received from Mrs. Vandana Khemka (DIN - 02479295) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Vandana Khemka, W/o Mr. Rajeev Khemka (DIN - 02479295) as a Woman Director cum Non-Executive and Non-Independent Director of the Company for the period of three years from September 04, 2023 to September 03rd, 2026 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

No Director, Key Managerial Personnel or their relatives, except Mrs. Vandana Khemka (DIN - 02479295), to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

The Board recommends the resolution set forth in Item No. 8 of the accompanying Notice for approval of the members.

ITEM NO.9:

Mr. Vardaan Khemka, aged 25 years, is a Business Development and Senior Manager of the Company and has been associated with the Company since 2020. Mr. Vardaan Khemka is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as he is relative of Director(s) of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary

Company or Associate Company at a monthly remuneration exceeding 250,000/- requires prior approval by way of ordinary resolution of the Company. In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Mr. Vardaan Khemka would be in excess of ₹ 2,50,000/- per month, approval of Members is sought for his appointment in and payment of remuneration to him by the Company as proposed in the resolution under this item of business.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or reenactments thereof for the time being in force) and in order to adequately compensate the Mr. Vardaan Khemka and taking into account the size and operations of the business of the Company, the board of directors of the company at its Meeting held on 04th September 2023, has approved for increase in remuneration payable to Mr. Vardaan Khemka upto ₹ 60 Lakhs p.a. over and above last salary drawn salary (presently last salary drawn is ₹ 2,00,000 Per Month), including Perquisites including company's contribution to provident fund, bonus, leave travel concession and Commission if any, in accordance with the rules of the Company. The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:

Name of the Related Party: Mr. Vardaan Khemka

Name of Directors or Key Managerial Personnel who is related: Mr. Rajeev Khemka, Director Cum CFO and Mr. Ashish Khemka, Director and Mr. Deeptanshu Khemka, Director.

Nature of Relationship: Mr. Vardaan Khemka is son of Mr. Rajeev Khemka, Director Cum CFO Nephew of Mr. Ashish Khemka, Director and younger brother of Mr. Deeptanshu Khemka, Director of the Company.

ITEM NO.10:

Mr. Sanjeev Khemka, Ex-Director of the company, aged 55 years, is a Unit Head of KCL Printing Division and KCL Foods (A unit of KCL Limited) of the Company and has been associated with the Company since 1991. Mr. Sanjeev Khemka is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as he is relative of Director(s) of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding 250,000/- requires prior approval by way of ordinary resolution of the Company. In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Mr. Sanjeev Khemka would be in excess of ₹ 2,50,000/- per month, approval of Members is sought for his appointment in and payment of remuneration to him by the Company as proposed in the resolution under this item of business.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or reenactments thereof for the time being in force) and in order to adequately compensate the Mr. Sanjeev Khemka and taking into account the size and operations of the business of the Company, the board of directors of the company at its Meeting held on 04th September 2023, has approved for increase in remuneration payable to Mr. Sanjeev Khemka upto ₹ 84 Lakhs p.a. over and above last salary drawn salary (presently last salary drawn is ₹ 3,25,000 Per Month), including Perquisites including company's contribution to provident fund, bonus, leave travel concession and Commission if any, in accordance with the rules of the Company. The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:

Name of the Related Party: Mr. Sanjeev Khemka

Name of Directors or Key Managerial Personnel who is related: Mr. Rajeev Khemka, Director Cum CFO and Mr. Ashish Khemka, Director and Mr. Deeptanshu Khemka, Director.

Nature of Relationship: Mr. Sanjeev Khemka is a brother of Mr. Rajeev Khemka, Director Cum CFO and Mr. Ashish Khemka, Director of the Company.

Item No 11:

Mr. Rajeev Khemka, (DIN: 00103260) was appointed as the WTD of the Company in the year 1985 and further appointed him as a CFO of the company w.e.f 30th January 2015. The Board at its meeting held on 01st July 2014 has approved the remuneration structure payable to Mr. Rajeev Khemka, WTD on the salary, allowance and perquisites. Further the proposed remuneration to be paid of such appointment, approval of the members is required. The remuneration proposed to be paid to Mr. Rajeev Khemka, (DIN: 00103260) the WTD Cum CFO of the Company has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Keeping in view, the vast experience of Mr. Rajeev Khemka, the Board of Directors has recommended the payment of remuneration for the period from October 1, 2023 to 30th September 2026 of such appointment as set out herein below:

- A. Period: For a period of 3 years commencing from 01st October 2023 to 30th September 2026.
- B. Salary: The gross Salary will be Rs 700,000/-per month including the Perquisites & Allowances
- C. Perquisites & Allowances: The following Perquisites & Allowances are included in gross salary
 - i. House Rent Allowance: House Rent Allowance in accordance with the rules of the Company.
 - ii. Medical Reimbursement: Expenses incurred for the appointee and his family as per actual.
 - iii. Leave Travel Concession: As per rules of the Company.
 - iv. Club Fees: As per rules of the Company.
 - v. Personal Accident Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
 - vi. Contribution to Provident Fund: As per Company rules.

- vii. Gratuity: As per Company rules subject to maximum of half months' salary for each completed year of service.
- viii. Encashment of leaves- As per rules of the Company at the end of tenure.

D. General Information:

- i. Nature of Industry: The Company engaged in the business of Manufacturing of corrugated Boxes duplex cartons and other allied related activities.
- ii. Date of Commencement of Activity: 21st January, 1983.
- iii. Financial performance based on given indicators: The Company has grown rapidly in the recent years. Turnover increase to ₹ 43762.19Lacs as compared to ₹39762.92Lacs in the previous year

Mr. Rajeev Khemka and the relatives of Mr. Rajeev Khemka may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the other directors except Mr. Ashish Khemka and Deeptanshu Khemka /Key Managerial personnel of the company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be registered as an appropriate disclosure under the Listing regulations. The Board recommends the special resolution set out as Item No.8 of the notice for approval by members.

ITEM NO. 12:

Mr. Ashish Khemka, (DIN: 00103321) was appointed as the WTD of the Company in the year 1996. The Board at its meeting held on 01st July 2014 has approved the remuneration structure payable to Mr. Ashish Khemka, WTD on the salary, allowance and perquisites. Further the proposed remuneration to be paid of such appointment, approval of the members is required. The remuneration proposed to be paid to Mr. Ashish Khemka, (DIN: 00103321) the WTD of the Company has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Keeping in view, the vast experience of Mr. Ashish Khemka, the Board of Directors has recommended the payment of remuneration for the period from October 1, 2023 to 30th September 2026 of such appointment as set out herein below:

- A. Period: For a period of 3 years commencing from 01st October 2023 to 30th September 2026.
- B. Salary: The gross Salary will be ₹ 700,000/-per month including the Perquisites & Allowances
- C. Perquisites & Allowances: The following Perquisites & Allowances are included in gross salary
 - i. House Rent Allowance: House Rent Allowance in accordance with the rules of the Company.
 - ii. Medical Reimbursement: Expenses incurred for the appointee and his family as per actual.
 - iii. Leave Travel Concession: As per rules of the Company.
 - iv. Club Fees: As per rules of the Company.
 - v. Personal Accident Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
 - vi. Contribution to Provident Fund: As per Company rules.
 - vii. Gratuity: As per Company rules subject to maximum of half months' salary for each completed year of service.

viii. Encashment of leaves- As per rules of the Company at the end of tenure.

D. General Information:

i. Nature of Industry: The Company engaged in the business of Manufacturing of corrugated Boxes duplex cartons and other allied related activities.

ii. Date of Commencement of Activity: 21st January, 1983.

iii. Financial performance based on given indicators: The Company has grown rapidly in the recent years. Turnover increase to ₹43762.19Lacs as compared to ₹39762.92Lacs in the previous year

Mr. Ashish Khemka and the relatives of Mr. Ashish Khemka may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the other directors except Mr. Rajeev Khemka and Deeptanshu Khemka /Key Managerial personnel of the company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be registered as an appropriate disclosure under the Listing regulations. The Board recommends the special resolution set out as Item No.9 of the notice for approval by members

ITEM NO. 13:

Mr. Deeptanshu Khemka, (DIN: 07484360) was appointed as the WTD of the Company in the year 2016. Further the proposed remuneration to be paid of such appointment, approval of the members is required. The remuneration proposed to be paid to Mr. Deeptanshu Khemka, (DIN: 07484360) the WTD of the Company has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Keeping in view, the experience of Mr. Deeptanshu Khemka, the Board of Directors has recommended the payment of remuneration for the period from October 1, 2023 to 30th September 2026 of such appointment as set out herein below:

A. Period: For a period of 3 years commencing from 01st October 2023 to 30th September 2026.

B. Salary: The gross Salary will be ₹ 700,000/-per month including the Perquisites & Allowances

C. Perquisites & Allowances: The following Perquisites & Allowances are included in gross salary

i. House Rent Allowance: House Rent Allowance in accordance with the rules of the Company.

ii. Medical Reimbursement: Expenses incurred for the appointee and his family as per actual.

iii. Leave Travel Concession: As per rules of the Company.

iv. Club Fees: As per rules of the Company.

v. Personal Accident Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.

vi. Contribution to Provident Fund: As per Company rules.

vii. Gratuity: As per Company rules subject to maximum of half months' salary for each completed year of service.

viii. Encashment of leaves- As per rules of the Company at the end of tenure.

D. General Information:

i. Nature of Industry: The Company engaged in the business of Manufacturing of corrugated Boxes duplex cartons and other allied related activities.

ii. Date of Commencement of Activity: 21st January, 1983.

iii. Financial performance based on given indicators: The Company has grown rapidly in the recent years. Turnover increase to ₹43762.19 Lacs as compared to ₹39762.92Lacs in the previous year

Mr. Deeptanshu Khemka and the relatives of Mr. Deeptanshu Khemka may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the other directors Mr. Ashish Khemka and Rajeev Khemka Seth /Key Managerial personnel of the company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be registered as an appropriate disclosure under the Listing regulations. The Board recommends the special resolution set out as Item No.10 of the notice for approval by members

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26955419
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Email: cs@kcl.co.in
Web: www.kcl.co.in

**By Order of the Board of Directors
For M/s KCL Limited**

**Amit Aggarwal
Company Secretary and Compliance officer
Membership No: A28783**

Date:

Place:

ANNEXURE TO NOTICE

Details of Director seeking appointment/re-appointment in the forthcoming Annual General Meeting

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, SS-2] as laid down by the Institute of Company Secretaries of India, additional information relating to the particulars of Director who is proposed to be re-appointed are given below

Agenda item no 2 & 3

Name	Mr. Rajeev Khemka	Mr. Deeptanshu Khemka
DIN	00103260	07484360
Date of Birth		
Date of first Appointment	30/09/1985	08/03/2016
Qualifications	B.com	B. tech from UK and MBA from Mumbai
Expertise in specific functional area	More than 38 Years of videexperience in Financial matters, Income Tax and Productions and Marketing	More than 06 years of experience in the Field of Packaging and Dairy Products
Directorship in other Companies *	Five Companies	Nil
Memberships / Chairmanship of Committees across all Public Companies *	Member in One Committee namely CSR	Nil
Relationship with other Directors / Key Managerial Personnel	Younger Brother of Mr. Ashish Khemka	Elder Son of Mr. Rajeev Khemka
No. of shares held in the Company either by self or on a beneficial basis for any other person	445825	12000

*Excludes Foreign Companies.