



Khemka

KCL Limited

E-292, Sarita Vihar, New Delhi, 110044, India

CIN: L74899DL1983PLC068008

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

NOTICE CONVENING 43rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 43rd Annual General Meeting of the members of KCL Limited will be held on **Saturday, 26th September 2026 at 10:00 A.M. (IST)** at the Registered Office of the Company Situated at E-292, Sarita Vihar, New Delhi - 110044 to transact the following business:

ORDINARY BUSINESS:

Item No. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026 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 financial statements of the Company for the financial year ended 31st March 2026, along with the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered, approved and adopted.”

Item No. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. DEEPTANSHU KHEMMKA (DIN: 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 Khemmka (DIN: 07484360), 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 NO. 3. APPROVAL OF REMUNERATION AND OTHER PAYABLES TO MR. VARDAN KHEMKA, RELATED PARTY, HOLDING OFFICE OR PLACE OF PROFIT IN THE COMPANY.

To consider and if thought fit, to pass, the following resolution as a 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory

modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for continuation of Mr. Vardaan Khemka, being a Related Party of the Company, in the office or place of profit in the Company, on the remuneration to the maximum of ₹ 60 Lacs per annum for a period of three year effective from April 01, 2026, to March 31, 2029, Plus other payables payable as are set out in the Explanatory Statement annexed hereto, with authority to the Board of Directors to fix, vary, amend or revise the remuneration or the other terms and conditions of the said appointment in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to determine, finalise and give effect to the terms and conditions of remuneration, payments, benefits and perquisites payable to Mr. Vardaan Khemka, within the limits approved by the Members, and to settle any question, difficulty or doubt that may arise in connection with the aforesaid matter and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 4. APPROVAL OF REMUNERATION AND OTHER PAYABLES TO MR. SANJEEV KHEMKA, RELATED PARTY, HOLDING OFFICE OR PLACE OF PROFIT IN THE COMPANY.

To consider and if thought fit, to pass, the following resolution as a 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Sanjeev Khemka, being a Related Party of the Company, in the office or place of profit in the Company, on the remuneration to the maximum of ₹ 40 Lacs per annum for a period of three year effective from April 01, 2026, to March 31, 2029, Plus other payables payable as are set out in the Explanatory Statement annexed hereto, with authority to the Board of Directors to fix, vary, amend or revise the remuneration or the other terms and conditions of the said appointment in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to determine, finalise and give effect to the terms and conditions of remuneration, payments, benefits and perquisites payable to Mr. Sanjeev Khemka, within the limits approved by the Members, and to settle any question, difficulty or doubt that may arise in connection with the aforesaid matter and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 5. APPOINTMENT OF MR. RAJEEV KHEMKA (DIN: 00103260) AS WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS W.E.F. OCTOBER 01, 2026 TO SEPTEMBER 30, 2029. AND APPROVE THE OVERALL MAXIMUM REMUNERATION PAYABLE TO HIM.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, Articles of Association of the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is

hereby accorded to the appointment of Mr. Rajeev Khemka (DIN: 00103260) as the Whole Time Director and Chief Financial Officer (also as 'Whole-time Key Managerial Personnel') [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning October 01, 2026 till September 30, 2029, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) ("Overall Maximum Remuneration") and on such terms and conditions as are set out in the Explanatory Statement annexed hereto, with authority to the Board of Directors to fix, vary, amend or revise the remuneration within the Overall Maximum Remuneration or the other terms and conditions of the said appointment in accordance with the provisions of the Act as may be mutually agreed between the Board of Directors and Mr. Rajeev Khemka.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolution, and to file necessary documents with the Registrar of Companies, Delhi I, or with any other Authority as may be required, for the purpose of giving effect to the above resolution."

ITEM NO. 6. APPOINTMENT OF MR. ASHISH KHEMKA (DIN: 00103321) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS W.E.F. OCTOBER 01, 2026 TO SEPTEMBER 30, 2029. AND APPROVE THE OVERALL MAXIMUM REMUNERATION PAYABLE TO HIM.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, Articles of Association of the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Ashish Khemka (DIN: 00103321) as the Whole Time Director (also as 'Whole-time Key Managerial Personnel') [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning October 01, 2026 till September 30, 2029, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) ("Overall Maximum Remuneration") and on such terms and conditions as are set out in the Explanatory Statement annexed hereto, with authority to the Board of Directors to fix, vary, amend or revise the remuneration within the Overall Maximum Remuneration or the other terms and conditions of the said appointment in accordance with the provisions of the Act as may be mutually agreed between the Board of Directors and Mr. Ashish Khemka.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolution, and to file necessary documents with the Registrar of Companies, Delhi I, or with any other Authority as may be required, for the purpose of giving effect to the above resolution."

ITEM NO. 7. APPOINTMENT OF MR. DEEPTANSHU KHEMMKA (DIN: 07484360) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS W.E.F. OCTOBER 01, 2026 TO SEPTEMBER 30, 2029, AND APPROVE THE OVERALL MAXIMUM REMUNERATION PAYABLE TO HIM.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, Articles of Association of the Company, and based on the recommendation of the Nomination, Remuneration and Compensation Committee and subject to such consents and permissions as may be required, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Deeptanshu Khemmka (DIN: 07484360) as the Whole Time Director (also as ‘Whole-time Key Managerial Personnel’) [or such other designation which the Board may determine and deem fit to give in case of any amendment in the applicable SEBI regulations in this regard] of the Company, for a period of 3 (three) years beginning October 01, 2026 till September 30, 2029, at such remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year contained in the aforesaid period of 3 (three) years) (“Overall Maximum Remuneration”) and on such terms and conditions as are set out in the Explanatory Statement annexed hereto, with authority to the Board of Directors to fix, vary, amend or revise the remuneration within the Overall Maximum Remuneration or the other terms and conditions of the said appointment in accordance with the provisions of the Act as may be mutually agreed between the Board of Directors and Mr. Deeptanshu Khemmka.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), be and is hereby authorized to do or cause to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may deem necessary in relation to the above resolution, and to file necessary documents with the Registrar of Companies, Delhi I, or with any other Authority as may be required, for the purpose of giving effect to the above resolution.”

Item No. 8 APPROVAL FOR PROVISION OF MEDICAL AND TRAVEL BENEFITS TO MRS. CHANDER KALA KHEMKA (DIN: 00103355), PROMOTER AND NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”), including Sections 178 and 197 and other applicable provisions, if any, read with the rules made thereunder, Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required under applicable laws, and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for providing medical and travel benefits, up to an aggregate maximum value of ₹30,00,000/- (Rupees Thirty Lakhs only) per annum, to Mrs. Chander Kala Khemka (DIN: 00103355), Promoter and Non-Executive Non-Independent Director of the Company for the Financial Year 2026-27, on the following terms and conditions:

- a. **Travel Benefits:** Reimbursement of actual and reasonable expenses incurred towards official travel undertaken in connection with the business affairs of the Company, including air/rail travel, accommodation, local conveyance and other incidental expenses, against appropriate supporting documents and in accordance with the applicable policies of the Company;

- b. **Medical Benefits:** Reimbursement of actual medical expenses, including applicable insurance premium, subject to the terms and conditions of the relevant insurance policy; and
- c. **Overall Ceiling:** The aggregate value of the aforesaid medical and travel benefits shall not exceed ₹30,00,000/- (Rupees Thirty Lakhs only) for the Financial Year 2026-27, unless otherwise approved by the Members in accordance with applicable laws.

RESOLVED FURTHER THAT the aforesaid medical and travel benefits shall be provided on an actual/reimbursement basis against appropriate supporting documents and shall not be construed as payment of any fixed salary, commission, sitting fees or other assured remuneration to Mrs. Chander Kala Khemka.

RESOLVED FURTHER THAT the provision of the aforesaid benefits shall be subject to compliance with the applicable provisions relating to Related Party Transactions under the Act, SEBI LODR Regulations and the Company's Policy on Related Party Transactions, including obtaining the requisite approval of the Audit Committee, wherever applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, and/or the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to determine and implement the detailed terms and conditions of the aforesaid benefits, arrange/renew medical insurance coverage, process reimbursements, make necessary disclosures and filings and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

Item No. 9 APPROVAL OF SELECTIVE REDUCTION OF PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY UNDER SECTION 66 OF COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 66, 52 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014, the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), applicable circulars, notifications, rules, regulations, directions and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the applicable requirements of the recognised stock exchange on which the equity shares of the Company are listed, the Memorandum and Articles of Association of the Company and subject to the confirmation of the National Company Law Tribunal ("NCLT"), and subject further to such approvals, consents, permissions, sanctions, confirmations and/or no-objections as may be required from the NCLT, SEBI, recognised stock exchange(s), Registrar of Companies ("ROC"), Regional Director, depositories, Registrar and Share Transfer Agent and/or any other statutory, regulatory, judicial or governmental authority, consent of the Members of the Company be and is hereby accorded for the proposal of selective reduction of the paid-up equity share capital of the Company by cancellation and extinguishment of an aggregate of **11,100 (Eleven Thousand One Hundred)** fully paid-up equity shares of face value of ₹10/- each, presently standing in the names of the following corporate entities/members, which have been struck off from the Register of Companies maintained by the Registrar of Companies, Ministry of Corporate Affairs, namely:

S. No.	Name of Corporate Shareholder	No. of Equity Shares Proposed to be cancelled
1.	N S P Forgings Private Limited	200
2.	Haryana Stampings Private Limited	1,000
3.	Khemka Knitwear Private Limited	9,900
Total		11,100

RESOLVED FURTHER THAT upon the reduction of Capital being confirmed by the NCLT and becoming effective and operative, without any further act or deed by the equity shareholders (including but not limited to surrendering of share certificates), 11,100 (Eleven Thousand One Hundred) equity shares of ₹10/- each of the Company held by the Struck Off Members shall stand cancelled and extinguished and rendered invalid.

RESOLVED FURTHER THAT upon the reduction of Capital being confirmed by the NCLT and becoming effective and operative and/or the receipt of such other approvals as may be required, share capital representing 11,100 (Eleven Thousand One Hundred) equity shares of the Company i.e. ₹1,11,000/- (Rupees One Lakh Eleven Thousand only) shall be cancelled, with adjustment by way of debit to: (i) the paid-up equity share capital for Rs. 1,11,000/- (Rupees One Lakh Eleven Thousand only) and (ii) the securities premium account of the Company as may be directed by the NCLT in compliance with the generally accepted accounting principles in India.

RESOLVED FURTHER THAT the Board of Directors of the Company including its Capital Reduction and Regulatory Structuring Committee comprising of Mr. Rajeev Khemka, Mr. Ashish Khemka, and Mr. Deeptanshu Khemmka, Whole-Time Directors of the Company be and is hereby authorized to take all necessary steps and do all such acts, deeds, matters and things, as they may in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any questions or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, including but not limited to:

- a) Finalizing, amending and settling the draft scheme, application/petition, and assent to such alterations, conditions and modifications, if any or effect any other modification or amendment as the Board of Directors of the Company may consider necessary or desirable to give effect to the proposed reduction of share capital;
- b) Filing any affidavit, petition, pleading, application, form or reports before NCLT or any other statutory or regulatory authority including the Metropolitan Stock Exchange of India Limited, SEBI, the Registrar of Companies, the Regional Director or such authority as may be required in connection with the proposed reduction of Capital or its sanction thereof and to all such acts and deeds as may be deemed necessary in connection therewith and incidental thereto;
- c) Making such alterations and changes in the scheme, application to be made to NCLT as may be expedient or necessary or satisfying the conditions/requirement imposed by NCLT, SEBI and/or any other statutory/regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application.
- d) To engage any practicing company secretary, counsel, consultant firms, advisors, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the proposed reduction of share capital, on such terms and conditions as they may deem fit, finalize fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, declaration, undertakings and other related documents in favor of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized, in their absolute discretion, to make the reduction and cancellation of the share capital on such terms and conditions as they may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate bodies while according to their confirmation to the proposed reduction of share capital of the Company.”

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 KCL Limited**

**Sd/-
Rohit Johari
Company Secretary and Compliance officer
Membership No: A65873**

**Date: 13.08.2026
Place: Faridabad**

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. 3 and 9 forms part of this Notice.
2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
3. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until further notice. 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 43rd AGM of the Company is being held through physically mode on Saturday, 26th September 2026, at 10:00 A.M. (IST).
4. The venue for 43rd AGM shall be at the Registered Office of the Company at E-292, Sarita Vihar, New Delhi-110044.
5. 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), the Company is pleased to provide its Members, facility to exercise their right to vote at the 43rd AGM by electronic voting system from a place other than the venue of the meeting ('remote e-Voting') and the business may be transacted through remote e-Voting services provided by National Securities Depository Limited ('NSDL'). Remote e-Voting is optional. The facility of voting by ballot/polling paper shall also be made available at the AGM and Members attending the AGM and who have not already cast their vote by remote e-Voting shall be able to exercise their right to cast vote at the AGM.
6. 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.

7. 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
8. 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.
9. 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 dematerialised 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.
10. 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 dematerialised 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.
11. 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 dematerialised form, the nomination form may be filed with the respective DP.
12. 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 circular No. 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.

13. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.
14. 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.
15. 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.
16. 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
17. 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.
18. The Board of Directors of the Company has appointed Mr. Suman Kumar Verma, Proprietor of M/s. SK Verma & Associates, Company Secretaries as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
19. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2026 to Saturday, 26th September, 2026 (both day inclusive).
20. 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.
21. 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.

22. the Route Map of the AGM is annexed in this Notice.

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

The remote e-voting period begins on Wednesday, 23th September, 2026 at 09:00 A.M. and ends on Friday, 25th September, 2026 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. Saturday, 19th September, 2026, 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 19th September 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. 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.jsp 3. 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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.

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.com or call at 022 - 4886 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. 1800-21-09911
B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. <u>How to Log-in to NSDL e-Voting website?</u>	

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.com 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 skvermandassociates@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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 shareholders 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.com 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 OF THE COMPANIES ACT, 2013

ITEM NOS. 3 AND 4 – APPROVAL OF REMUNERATION AND OTHER PAYABLES TO MR. VARDAAAN KHEMKA AND MR. SANJEEV KHEMKA, RELATED PARTIES, HOLDING OFFICE OR PLACE OF PROFIT IN THE COMPANY.

The Company proposes to continue the engagement of Mr. Vardaan Khemka and Mr. Sanjeev Khemka, being Related Parties of the Company, in an office or place of profit in the Company, on the terms and conditions of remuneration, benefits and other payables as set out in Item Nos. 3 and 4 of the accompanying Notice.

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 ("Act"), read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of a related party to any office or place of profit in the Company, its subsidiary company or associate company, at a monthly remuneration exceeding the prescribed threshold, requires prior approval of the Members by way of a resolution.

Accordingly, the approval of the Members is being sought for continuation/payment of remuneration to Mr. Vardaan Khemka and Mr. Sanjeev Khemka for the period commencing from April 01, 2026 to March 31, 2029, on the terms and conditions set out below.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has considered the nature of responsibilities, duties, experience, contribution and role of the respective persons in the affairs of the Company and is of the view that the proposed remuneration and other benefits are reasonable and commensurate with the responsibilities entrusted to them.

A. TERMS OF REMUNERATION

Particulars	Proposed Term	
Name of Related Party	Mr. Vardaan Khemka	Mr. Sanjeev Khemka
Nature of Relationship	Related Party of the Company	
Office/Place of Profit	Plant Head, Sricity unit	Plant Head, Printing Division, Plot No. 135, Sector 24, Faridabad, Haryana
Period	April 01, 2026 to March 31, 2029	
Maximum Remuneration	₹60.00 Lakhs Per Annum	₹40.00 Lakhs Per Annum
Basic Salary	₹2.50 Lakhs Per Month	₹1.67 Lakhs Per Month
Allowances and other cash Benefits	100% of Basic Salary	100% of Basic Salary
Other Payables	1. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; 2. Medical Reimbursement: Expenses incurred for the appointee and his family as per actual; 3. Club Fees: As per rules of the Company; 4. Yearly Bonus of upto Rs. 5.0 Lakhs Per Annum; and 5. Medical/Keyman insurance Premium as per the Company's Policy.	

B. RATIONALE FOR THE PROPOSED REMUNERATION

The proposed remuneration has been considered having regard to the nature and extent of responsibilities entrusted to Mr. Vardaan Khemka and Mr. Sanjeev Khemka, their respective roles and responsibilities, experience, contribution to the Company and the requirements of the business.

The remuneration proposed for each of them has been determined separately and is considered reasonable and commensurate with the duties and responsibilities associated with their respective positions.

The actual remuneration payable to each of them shall be determined by the Board of Directors and/or the Committee authorised by the Board, within the maximum limits approved by the Members and in accordance with the applicable laws, terms and conditions of employment and the rules and policies of the Company.

The proposed payments are subject to compliance with the applicable provisions of the Act, the rules made thereunder, the SEBI LODR Regulations and other applicable statutory requirements.

C. PARTICULARS OF THE TRANSACTIONS AS REQUIRED UNDER RULE 15(3) OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014

Particulars	Mr. Vardaan Khemka	Mr. Sanjeev Khemka
Name of Related Party	Mr. Vardaan Khemka	Mr. Sanjeev Khemka
Name of Director/KMP who is related to the Related Party	Son of Mr. Rajeev Khemka and Mrs. Vandana Rajeev Khemka and brother of Mr. Deeptanshu Khemmka.	Son of Mrs. Chander Kala Khemka, Brother of Mr. Rajeev Khemka & Mr. Ashish Khemka.
Period of proposed continuation/payment	April 01, 2026 to March 31, 2029	
Material Terms	Continuation in office/place of profit with remuneration and benefits as stated above.	Payment of remuneration for office/place of profit with remuneration and benefits as stated above.
Monetary Value	Maximum remuneration up to ₹60.00 lakh per annum and other payable as specified above.	Maximum remuneration up to ₹40.00 lakh per annum and other payable as specified above.
Any other relevant information	The remuneration shall be determined within the limits approved by the Members and in accordance with applicable laws and Company policies	

The transactions contemplated under Item Nos. 3 and 4 are proposed to be undertaken on such terms as are considered appropriate by the Company, having regard to the services and responsibilities associated with the respective positions.

The Audit Committee/Nomination and Remuneration Committee, as applicable, have considered the proposal in accordance with the applicable provisions of law and the Company's policies and recommended the same to the Board of Directors.

The Board of Directors, after considering the proposal and the recommendations of the appropriate Committee, is of the view that the proposed continuation/payment of remuneration is in the interest of the Company and recommends the Ordinary Resolutions set out at Item Nos. 3 and 4 of the accompanying Notice for approval of the Members.

D. INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Vardaan Khemka and Mr. Sanjeev Khemka are concerned or interested in the resolution relating to their remuneration.

Further, Mr. Rajeev Khemka, Mr. Ashish Khemka, Mrs. Vandana Rajeev Khemka and Mrs. Chander Kala Khemka may be deemed to be concerned or interested in the respective resolutions to the extent of their relationship with the concerned Related Party.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 and 4.

E. VOTING RESTRICTION

The concerned Related Party/Related Parties shall not vote on the resolution(s) to the extent restricted under the provisions of the Companies Act, 2013, the rules made thereunder and the applicable provisions of the SEBI LODR Regulations.

The Members are requested to consider and approve the resolutions set out at Item Nos. 3 and 4 of the accompanying Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 3 and 4 for approval by the Members.

ITEM NOS. 5, 6 AND 7 - - APPOINTMENT OF MR. RAJEEV KHEMKA, MR. ASHISH KHEMKA AND MR. DEEPTANSHU KHEMMKA AS WHOLE-TIME DIRECTORS OF THE COMPANY AND APPROVAL OF OVERALL MAXIMUM REMUNERATION.

The Members are informed that the Board of Directors of the Company, based on the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC Committee"), at its meeting held on 13.08.2026, has approved and recommended the appointment of:

1. **Mr. Rajeev Khemka (DIN: 00103260)** as Whole-Time Director and Chief Financial Officer of the Company;
2. **Mr. Ashish Khemka (DIN: 00103321)** as Whole-Time Director of the Company; and
3. **Mr. Deeptanshu Khemmka (DIN: 07484360)** as Whole-Time Director of the Company,

for a period of three (3) years commencing from October 01, 2026 and ending on September 30, 2029, subject to approval of the Members.

The proposed appointments are being made pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act"), the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The NRC Committee, after considering the qualifications, experience, expertise, responsibilities and contribution of the respective Whole-Time Directors, has recommended their appointment and the terms of remuneration to the Board.

The Board, after considering the recommendation of the NRC Committee, is of the view that the continued involvement and leadership of the aforesaid Whole-Time Directors will be beneficial to the Company and will contribute to the Company's growth, operational efficiency, strategic direction and overall management.

Accordingly, the approval of the Members is being sought by way of Special Resolutions for their appointment for the aforesaid period and for payment of remuneration, including remuneration payable in the event of no profits or inadequacy of profits, subject to the applicable provisions of the Act and Schedule V thereto.

A. TERMS OF APPOINTMENT AND REMUNERATION:

The broad terms and conditions of appointment and remuneration proposed for the respective Whole-Time Directors are set out below:

Particulars	Proposed Term		
Name	Mr. Rajeev Khemka	Mr. Ashish Khemka	Mr. Deeptanshu Khemmka
DIN	00103260	00103321	07484360
Designation	Whole-Time Director and Chief Financial Officer	Whole-Time Director	Whole-Time Director
Period of Appointment/ Remuneration	October 01, 2026 to September 30, 2029		
Overall Maximum Remuneration	Up to ₹84.00 lakh per annum		
Basic Salary	Up to ₹3.50 lakh per month		
Allowances and Other Cash Benefits	Up to 100% of Basic Salary		
Other Payables	1. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; 2. Medical Reimbursement: Expenses incurred for the appointee and his family as per actual; 3. Club Fees: As per rules of the Company; 4. Yearly Bonus of upto Rs. 5.0 Lakhs Per Annum; and 5. Medical/Keyman insurance Premium as per the Company's Policy.		

The above remuneration shall also constitute the maximum remuneration payable in any financial year during the tenure in the event of no profits or inadequacy of profits, subject to compliance with Schedule V to the Act.

B. BASIS AND RATIONALE FOR THE PROPOSED REMUNERATION:

The remuneration proposed for the aforesaid Whole-Time Directors has been considered by the NRC Committee and the Board after taking into account, inter alia, their respective qualifications, experience, expertise, responsibilities, contribution to the Company, nature and complexity of the Company's business and the overall responsibilities associated with their respective positions.

The proposed remuneration is considered reasonable and commensurate with the responsibilities entrusted to each of the Whole-Time Directors and is intended to enable the Company to retain experienced managerial personnel for the continued and effective management of its affairs.

The actual remuneration payable in any financial year shall be determined by the Board and/or the NRC Committee, as authorised, within the Overall Maximum Remuneration approved by the Members and subject to the provisions of the Act, Schedule V thereto, SEBI LODR Regulations and other applicable laws.

In the event of no profits or inadequacy of profits, the remuneration shall be paid subject to the applicable provisions and conditions prescribed under Schedule V to the Act.

C. COMPLIANCE WITH SCHEDULE V OF THE COMPANIES ACT, 2013:

The proposed remuneration has been structured with reference to the applicable provisions of Schedule V to the Act.

Where, in any financial year during the tenure of appointment, the Company have no profits or its profits are inadequate, the remuneration payable to the aforesaid Whole-Time Directors shall be governed by the applicable provisions of Part II of Schedule V to the Act.

The approval of the Members by way of Special Resolution is being sought for payment of remuneration up to the Overall Maximum Remuneration specified above, including remuneration that may become payable in the event of no profits or inadequacy of profits, subject to compliance with the applicable conditions prescribed under Schedule V.

D. INFORMATION REQUIRED UNDER SECRETARIAL STANDARD - 2 AND REGULATION 36(3) OF SEBI LODR REGULATIONS, 2015:

The requisite particulars of the Directors proposed to be appointed/re-appointed pursuant to Item Nos. 5, 6 and 7 are provided below:

Particulars	Mr. Rajeev Khemka	Mr. Ashish Khemka	Mr. Deeptanshu Khemmka
DIN	00103260	00103321	07484360
Date of Birth/Age	30-09-1967	27-01-1976	13-04-1991
Nationality	Indian	Indian	Indian

Date of First Appointment on the Board	30-09-1985	01-08-1996	30-09-2016
Designation	Whole-Time Director & CFO	Whole-Time Director	Whole-Time Director
Qualifications	B.Com from Delhi University	B.Tech and MBA from UK University	B. tech from UK and MBA from Mumbai.
Brief Resume / Expertise	Mr. Rajeev Khemka is associated with the Company as a Whole-Time Director and Chief Financial Officer and is responsible for overseeing and guiding various managerial, financial and operational functions of the Company Since 30.09.1985 as a Director of the Company.	Mr. Ashish Khemka is associated with the Company as a Whole-Time Director and is responsible for overseeing and guiding various managerial, financial and operational functions of the Company unit located at Noida, Uttar Pradesh and other units of the Company Since 01.08.1996 as a Director of the Company.	Mr. Deeptanshu Khemmka is associated with the Company as a Whole-Time Director and is responsible for overseeing and guiding various managerial and operational functions of the Company unit located at Cheyyar, Tamil Nadu and other units of the Company Since 30.09.2016 as a Director of the Company.
Experience	More than 41 Years of vide experience in financial matters, Income Tax and Productions and Marketing.	More than 30 years of vide experience in corrugated industry.	More than 10 years of experience in the Field of Packaging and Dairy Products.
Terms and Conditions of Appointment	As stated above	As stated above	As stated above
Proposed Remuneration	Up to ₹84.00 lakh P.A. <i>Plus other payables.</i>	Up to ₹84.00 lakh P.A. <i>Plus other payables.</i>	Up to ₹84.00 lakh P.A. <i>Plus other payables.</i>
Remuneration last drawn	₹84.00 Lakh P.A.	₹84.00 Lakh P.A.	₹84.00 Lakh P.A.

Relationship with other Directors/KMPs	Son of Mrs. Chander Kala Khemka, Brother of Mr. Ashish Khemka and Sanjeev Khemka, Husband of Mrs. Vandana Khemka & Father of Mr. Deeptanshu Khemmka	Son of Mrs. Chander Kala Khemka and Brother of Mr. Rajeev Khemka and Mr. Sanjeev Khemka.	Son of Mr. Rajeev Khemka and Mrs. Vandana Rajeev Khemka
Directorships in other Companies	Ginni Packaging Pvt. Ltd., Khemka Leasing Pvt. Ltd., KCL Milk Products India Pvt. Ltd. and KCL Mould Tech India Pvt. Ltd.	Ginni Packaging Pvt. Ltd., Khemka Packagings Pvt. Ltd., Khemka Leasing Pvt. Ltd., KCL Milk Products India Pvt. Ltd. and KCL Mould Tech India Pvt. Ltd.	KCL Mould Tech India Pvt. Ltd.
Membership/Chairmanship of Committees of other Boards	Member in CSR Committee	Member in Three committees namely Audit, SRC and CSR	None
Number of Board Meetings attended during FY 2025-26	Four (4)	Four (4)	Four (4)
Shareholding in the Company	4,45,925 Equity Shares	5,21,250 Equity Shares	12,000 Equity Shares
Listed entities from which resigned during the last three years	None	None	None
Details of remuneration sought to be paid	As stated above	As stated above	As stated above
Justification for choosing the appointee	As stated above	As stated above	As stated above

The above disclosures are made pursuant to the requirements of Secretarial Standard-2 on General Meetings and Regulation 36(3) of the SEBI LODR Regulations, to the extent applicable.

E. JUSTIFICATION FOR APPOINTMENT OF THE WHOLE-TIME DIRECTORS

The Company believes that the continued involvement of Mr. Rajeev Khemka, Mr. Ashish Khemka and Mr. Deeptanshu Khemmka in the management of the Company is in the best interests of the Company.

Their respective experience, knowledge of the Company's business, understanding of the industry and familiarity with the operations of the Company are expected to assist the Company in achieving its business objectives and strengthening its operational and strategic capabilities.

The Board, based on the recommendation of the NRC Committee, is satisfied that the proposed appointees possess the requisite qualifications, experience and expertise for the positions proposed to be held by them.

F. DIRECTORS' CONFIRMATION REGARDING ELIGIBILITY

The Company has received the requisite declarations and disclosures from Mr. Rajeev Khemka, Mr. Ashish Khemka and Mr. Deeptanshu Khemmka, including the declaration regarding compliance with the applicable provisions of the Act.

The Company has also received the requisite declarations confirming that they are not disqualified from being appointed as Directors under Section 164 of the Companies Act, 2013.

The Company shall ensure that the proposed appointments and remuneration remain subject to the applicable provisions of the Act, Schedule V thereto, SEBI LODR Regulations and other applicable statutory requirements.

G. MINIMUM REMUNERATION

In the event of absence or inadequacy of profits of the Company in any financial year too, the Appointee(s) shall be entitled to receive the remuneration as stated in the table above, subject to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, read with the terms of Schedule V thereto, as amended, as may be applicable.

H. INFORMATION REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

The additional information required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

- Nature of Industry:** The Company is engaged in the business of manufacturing and supply of packaging products, including corrugated boxes and other packaging solutions.
- Date or expected date of commencement of commercial production:** The Company is already Operational, and it is a running Company since 1983.
- In case of new companies, the expected date of commencement of activities:** Not Applicable
- Financial performance of the Company:**

(₹ in Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	46,166.66	46,322.47	40,998.89
Profit/(Loss) Before Tax	862.95	1,316.14	1,551.04
Profit/(Loss) After Tax	646.23	971.50	1,147.61

- Foreign investments or collaborations:** The Company has not entered into any foreign collaboration and no direct capital investment has been made by/in the company in the last three Financial Years.

II. Information about the Appointee:

Particulars	Mr. Rajeev Khemka (DIN:00103260)	Mr. Ashish Khemka (DIN:00103321)	Mr. Deeptanshu Khemmka (DIN: 07484360)
Designation	Whole Time Director and Chief Financial Officer	Whole Time Director	Whole Time Director
Background Details	Mr. Rajeev Khemka is associated with the Company as a Whole-Time Director and Chief Financial Officer and is responsible for overseeing and guiding various managerial, financial and operational functions of the Company Since 30.09.1985 as a Director of the Company.	Mr. Ashish Khemka is associated with the Company as a Whole-Time Director and is responsible for overseeing and guiding various managerial, financial and operational functions of the Company unit located at Noida, Uttar Pradesh and other units of the Company Since 01.08.1996 as a Director of the Company.	Mr. Deeptanshu Khemmka is associated with the Company as a Whole-Time Director and is responsible for overseeing and guiding various managerial and operational functions of the Company unit located at Cheyyar, Tamil Nadu and other units of the Company Since 30.09.2016 as a Director of the Company.
Past Remuneration	₹ 84 lakhs per annum	₹ 84 lakhs per annum	₹ 84 lakhs per annum
Recognition or Award	-	-	-
Job profile and his suitability	Business responsibilities: -Overall growth and profitability responsibilities for the entire group. -Oversee the CFO office and other support functions. Corporate Responsibilities: -Strategic planning and guiding the company into the future. -Part of the Corporate Social	Business responsibilities: -Drive fulfillment functions of Noida unit. - Core member driving new initiatives for growth in Corrugated Business of the Company. Corporate Responsibilities: - Part of the Audit Committee, Corporate Social Responsibility Committee and Stakeholders'	Business responsibilities: -Core member driving new initiatives for growth -Drive fulfillment functions of Cheyyar unit. Corporate Responsibilities: -Core member in the strategic planning and execution in all initiatives. - Be a part of the broad corporate core group in developing plans into the future.

	Responsibility Committee. -Guide and preside over all Secretarial and Board Affairs and matters.	Relationship Committee and play the role of guiding and coordinating all relevant matters. - Be a part of the broad corporate core group in developing plans into the future.	
Remuneration proposed	The proposed overall Remuneration which can be paid to Mr. Rajeev Khemka over the next 3 years is mentioned above	The proposed overall Remuneration which can be paid to Mr. Ashish Khemka over the next 3 years is mentioned above	The proposed overall Remuneration which can be paid to Mr. Deeptanshu Khemmka over the next 3 years is mentioned above
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking in to consideration the size of the Company, profile of Mr. Rajeev Khemka, and the responsibilities shouldered by him, the aforesaid remuneration package is reasonable, and commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.	Taking in to consideration the size of the Company, profile of Mr. Ashish Khemka, and the responsibilities shouldered by him, the aforesaid remuneration package is reasonable, and commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.	Taking in to consideration the size of the Company, profile of Mr. Deeptanshu Khemmka, and the responsibilities shouldered by him, the aforesaid remuneration package is reasonable, and commensurate with the remuneration package held by managerial personnel in other companies in the same/ similar industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	Mr. Ashish Khemka, Mr. Deeptanshu Khemmka, Mrs. Chander Kala Khemka, Mrs. Vandana Rajeev Khemka, Director of the Company and Mr. Sanjeev Khemka, Promoter & KMP of the Company are relatives of Mr. Rajeev Khemka.	Mr. Rajeev Khemka and Mrs. Chander Kala Khemka, Director of the Company and Mr. Sanjeev Khemka, Promoter & KMP of the Company are relatives of Mr. Ashish Khemka.	Mr. Rajeev Khemka, Mrs. Vandana Rajeev Khemka, Director of the Company are relative of Mr. Deeptanshu Khemmka.

III. Other Information

- a. **Reasons for loss or inadequate profits:** Though the Company is achieving profits, but the same could be considered as inadequate and considering the abilities and rich experience of the respective Appointee(s), it would be required to compensate them adequately.
- b. **Steps taken or proposed to be taken for improvement:** By enlarging its areas of operations, and opening new avenues, by onboarding new customers in the industry.
- c. **Expected increase in productivity and profits in measurable terms:** The Company expects good profitability over the years to come.

In accordance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the said Act, the proposed terms of remuneration payable to the Whole Time Directors of the Company require approval of the members by passing a Special Resolution.

The Board recommends the resolution set out at Item Nos. 5 to 7, for approval of the shareholders by way of Special Resolutions.

I. OTHER PARTICULARS

The Company has not incurred any disqualification or default that would prevent the proposed payment of remuneration under the applicable provisions of the Act, subject to compliance with the conditions prescribed under Schedule V.

The proposed remuneration is based on the responsibilities and contribution of the respective Whole-Time Directors and is not dependent solely upon the profitability of the Company. The proposed approval will also enable the Company to maintain continuity in its managerial and financial oversight during the proposed tenure.

The terms and conditions of appointment and remuneration may be altered, varied or revised by the Board and/or the Nomination and Remuneration Committee, as applicable, within the overall maximum remuneration approved by the Members and subject to the provisions of the Act, Schedule V thereto, the SEBI Listing Regulations and other applicable laws.

J. INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Mr. Rajeev Khemka, Mr. Ashish Khemka and Mr. Deeptanshu Khemmka are concerned or interested in the respective resolutions relating to their appointment and remuneration.

Further, Mrs. Vandana Rajeev Khemka, Mrs. Chander Kala Khemka, Non-Executive Non-Independent Directors of the Company and Mr. Sanjeev Khemkam, Promoter & KMP (relative of Mr. Rajeev Khemka and Mr. Ashish Khemka) may be deemed to be concerned or interested in the respective resolutions to the extent of their relationship with the concerned Director.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5, 6 and 7.

K. VOTING RESTRICTION

The Directors concerned and/or persons otherwise disqualified from voting, if any, shall not vote on the respective resolutions to the extent restricted under the provisions of the Companies Act, 2013, the rules made thereunder, the SEBI Listing Regulations and other applicable laws.

Item No. 8 APPROVAL FOR PROVISION OF MEDICAL AND TRAVEL BENEFITS TO MRS. CHANDER KALA KHEMKA (DIN: 00103355), PROMOTER AND NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27.

Mrs. Chander Kala Khemka (DIN: 00103355) is a Promoter and Non-Executive Non-Independent Director of the Company.

The Nomination and Remuneration Committee ("NRC"), at its meeting held on 13.08.2026, considered and recommended to the Board of Directors the proposal for providing medical and travel benefits to Mrs. Chander Kala Khemka, taking into consideration her involvement in the affairs of the Company and the requirement for her to undertake travel in connection with the business affairs of the Company for the Financial Year 2026-27.

The Board of Directors, at its meeting held on 13.08.2026, after considering the recommendation of the NRC, approved and recommended to the Members the provision of medical and travel benefits to Mrs. Chander Kala Khemka up to an aggregate maximum value of ₹30,00,000/- (Rupees Thirty Lakhs only) for the Financial Year 2026-27, subject to approval of the Members by way of Special Resolution and compliance with all applicable provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

NATURE AND EXTENT OF BENEFITS

Mrs. Chander Kala Khemka, in her capacity as a Non-Executive Non-Independent Director, is associated with the affairs of the Company since its inception and may be required to undertake travel and incur expenses in connection with the business affairs of the Company.

Accordingly, it is proposed to provide the following benefits:

Particulars	Proposed Terms
Travel Benefits	Reimbursement of actual and reasonable expenses for official travel undertaken in connection with the Company's business, including air/rail travel, accommodation, local conveyance and incidental expenses, against supporting documents
Medical Benefits	Medical insurance coverage and/or reimbursement of actual medical expenses, subject to applicable policy/terms
Maximum annual value	Up to ₹30,00,000/- for the financial year 2026-27.
Period	The aforesaid benefits shall be available during the tenure of her Directorship in the Company, subject to the applicable policies and terms and conditions of the Company.
Sitting Fees	Nil
Commission	Nil
Salary/Fixed Remuneration	Nil

The Company proposes that the benefits shall principally be provided on an actual/reimbursement basis and shall not constitute any fixed salary, sitting fees, commission or assured remuneration.

Regulation 17(6)(ca) of SEBI LODR Regulations

Regulation 17(6)(ca) of the SEBI LODR Regulations requires approval of the Members by way of Special Resolution where the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors.

Mrs. Chander Kala Khemka presently does not receive any sitting fees, commission, salary or other remuneration from the Company.

The other Non-Executive Directors of the Company are presently paid sitting fees of ₹20,000/- per Board Meeting attended. Considering the proposed maximum annual benefit of ₹30,00,000/-, the amount payable/benefit proposed to be provided to Mrs. Chander Kala Khemka may exceed fifty per cent of the aggregate annual remuneration payable to all Non-Executive Directors during the Financial Year 2026-27.

Accordingly, and in order to ensure compliance with Regulation 17(6)(ca) of the SEBI LODR Regulations, the approval of the Members by way of Special Resolution is being sought.

Related Party Transaction considerations

Mrs. Chander Kala Khemka, being a Promoter and Non-Executive Non-Independent Director of the Company, is a related party of the Company for the purposes of applicable provisions of the Act and the SEBI LODR Regulations.

The proposed benefits shall accordingly be evaluated and dealt with in accordance with the Company's Related Party Transactions Policy and applicable provisions of the Act and SEBI LODR Regulations.

Based on the proposed annual ceiling of ₹30,00,000/- for the financial year 2026-27, the transaction is not expected to constitute a material Related Party Transaction under Regulation 23(1) of the SEBI LODR Regulations. Accordingly, a separate approval of Members under Regulation 23(4) is not being sought solely on account of the related party status of Mrs. Chander Kala Khemka, subject to the transaction remaining within the applicable materiality threshold and there being no other applicable requirement mandating such approval.

If, however, the transaction becomes subject to shareholder approval under Regulation 23(4) or any other applicable provision, the Company shall obtain such approval before undertaking the relevant transaction.

Interest of Directors and Key Managerial Personnel

Mrs. Chander Kala Khemka and her relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution, to the extent of the benefits proposed to be provided to her.

Except Mrs. Chander Kala Khemka and her relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

For avoidance of doubt, Mr. Rajeev Khemka, Mr. Ashish Khemka and Mrs. Vandana Rajeev Khemka, being Directors of the Company, shall be treated as concerned/interested only if they have a specific interest in the proposed arrangement or are relatives of Mrs. Chander Kala Khemka within the meaning of the applicable provisions of the Act.

Voting restriction

The proposed resolution is being placed before the Members primarily pursuant to Regulation 17(6)(ca) of the SEBI LODR Regulations.

Since Regulation 17(6)(ca) does not itself prescribe that the concerned Non-Executive Director or other related parties must abstain from voting, the voting restriction applicable specifically to Related Party Transactions under Regulation 23(4) shall apply only if the resolution/transaction independently requires shareholder approval under Regulation 23(4) or any other applicable provision of law.

Other disclosures

The Board of Directors, based on the recommendation of the NRC, is of the view that the provision of the aforesaid medical and travel benefits is in the interest of the Company and is commensurate with the role and responsibilities undertaken by Mrs. Chander Kala Khemka.

The Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their respective relatives, except Mrs. Chander Kala Khemka and her relatives to the extent stated above, is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 9 APPROVAL FOR SELECTIVE REDUCTION OF PAID-UP SHARE CAPITAL OF THE COMPANY IN RESPECT OF EQUITY SHARES HELD BY CORPORATE ENTITIES WHICH HAVE BEEN STRUCK OFF FROM THE REGISTER OF COMPANIES.

BACKGROUND

The proposed Reduction of the Equity Share capital is being undertaken in accordance with the provisions of Section 66 read with section 52 of the Act and other applicable provisions of the Act, if any and the rules made thereunder ("the Rules") , National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules"), and specifically the Rules, which permit a Company to undertake a reduction of share capital in any manner, read with the Listing Regulations and the SEBI Circulars as amended time to time.

RATIONALE OF THE SCHEME

- a) The Company has paid-up share Capital of Rs. 5,00,00,000/- (Rupees Five crores only) consisting of 50,00,000 (50 Lakh) equity shares of ₹10/- (Rupees Ten) each in which the following shareholder

(hereinafter referred to as the “Struck Off Members”) holds 0.37% of the total paid-up share Capital of the Company i.e. ₹ 1,11,000/- (Rupees One Lakh Eleven Thousand Only) consisting of 11,100 (Eleven Thousand One Hundred) equity shares of ₹ 10/- each.

- b) The names of the Struck Off Members was struck off from the Register of Registrar of Companies on the dates mentioned below :

Sr. No.	Name of Shareholder	Date of Strike Off	MCA Notification No. and Date	Remarks
1.	N S P Forgings Private Limited	200	ROC/DELHI/248(2)/STK-7/7085 Dated 15.12.2021	Struck off under Section 248(5) of Companies Act, 2013.
2.	Haryana Stampings Private Limited	1,000	ROC/DELHI/248(2)/STK-7/7085 Dated 15.12.2021	
3.	Khemka Knitwear Pvt. Ltd.	9,900	ROC/DELHI/248(5)/STK-7/4865 Dated 08.08.2018	
Total		11,100		

- c) The Company came to know about the status of the Struck Off Members in 2022.
- d) The Struck Off Members has not attended any AGM/EGM for the last 9 years in spite of giving regular notices as required under the Companies Act, 2013 at the address available with the Company. The Company is still showing it as a shareholder in its records whereas legal existence of Struck Off Members has been terminated.
- e) To show the true and fair value of the accounts of the Company, considering the future prospects of growth and value addition to the shareholders, it is proposed to re-align the relationship between its capital and assets in accordance with the provisions of the Companies Act, the Board of Directors has examined and analysed various options available with them and after detailed deliberations came to the conclusion that reduction of equity share capital in accordance with Section 66 of the Act read with National Company Law Tribunal (Procedure for Reduction of Share Capital of the Company) Rules 2016 and other applicable laws would be the most appropriate option in the present facts and circumstances of the case.
- f) Rationalization of capital structure would have advantage of reducing the number of equity shares represented by Struck Off Members.
- g) In light of above facts, Board of Directors has approved cancellation of 11,100 (Eleven Thousand One Hundred) equity shares of Rs. 10/-each held by Struck Off Members without payment of any consideration.
- h) By virtue of Article No. 8 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Act.
- i) The Company is contemplating to rationalize its capital structure by reducing its equity shares by way of capital reduction.
- j) The Scheme does not provide any cash pay out to affect the Reduction of Capital, therefore the scheme will not adversely affect the liquidity and/or financial position of the Company.

EFFECTS AND BENEFITS OF THE PROPOSED REDUCTION:

The proposed Scheme of Capital Reduction of the Company also has the following benefits:

- a) Under this Scheme, if approved, the books of the Company would better represent its financial position which would help the Company position itself better in the market and undertake

business activities efficiently. This would be value accretive to the Shareholders as well, as their holdings would yield better results.

- b) The adjustment would not have any impact on the shareholding pattern and the capital structure of the Company.
- c) The proposed Scheme would be for the overall benefit of the Company, its creditors, its Shareholders and all other stakeholders.
- d) The reduction of the Paid-up share capital of the Company by way of adjustment/set off of the Accumulated Losses against the paid-up share capital of the Company. It does not result in extinguishing of any liability or diminution of any liability.
- e) The reduction of capital in the manner proposed would enable the Company to have commensurate with its remaining business and assets.
- f) The Capital Reduction in pursuance to this Scheme does not in any manner alter, vary or affect the payment of any dues or outstanding amounts including all or any of the statutory dues payable or outstanding.
- g) The Scheme is only for reduction of Share Capital of the Company and it does not envisage transferor vesting of any properties and /or liabilities to or in favor of the Company.

IMPACT OF THE SCHEME ON THE PUBLIC SHAREHOLDERS

Upon Confirmation of the Scheme by the NCLT, there will be cancellation and extinguishment of 11,100 (Eleven) fully paid-up equity shares of Rs. 10 (Rupees Ten) each of the Company held by Struck Off Members for the sole benefit of the Company without payment of any consideration to Struck Off Members.

Upon this Scheme becoming effective, the Company shall, without any further application, act, instrument or deed, give effect to the Capital Reduction and the revised structure of the share capital of the Company shall be reflected in the books of accounts of the Company in the following manner as on the effective date.

CAPITAL STRUCTURE OF THE COMPANY (Pre and Post Reduction of Capital)

Particulars	Pre-Reduction	Particulars	Post-Reduction
Authorized Share Capital		Authorized Share Capital	
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000	50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
Issued, Subscribed and Paid-up Capital of the Company		Issued, Subscribed and Paid-up Capital of the Company	
30,00,085 Equity Shares of Rs. 10/- each	3,00,00,850/-	29,88,985 Equity Shares of Rs. 10/- each	2,98,89,850

There is no detrimental impact on the shareholders of the Company, as upon confirmation of the scheme, there will only be the reduction in the shareholding. The proposed reduction of Capital would help in improving the financial position of the Company. Further, the proposed capital reduction shall result in an increase in proportionate shareholding of other shareholders of the Company, including public shareholders. The Capital Reduction Scheme would not affect any legal or other proceedings by or against the Companies.

CAPITAL STRUCTURE OF THE COMPANY (Pre and Post Reduction of Capital)

Sl. No	Category	No. of Shares (Pre-Reduction)	No. of Shares (Post - Reduction)
1	Promoter Category (A)	29,04,585	28,94,685
2.	Public Category (B)	95,500	94,300
	Total (A+B)	30,00,085	29,88,985

IMPACT OF THE SCHEME ON THE CREDITORS

The Capital Reduction will not cause any prejudice to the creditors of the Company. The creditors of the Company are in no way affected by the proposed Capital Reduction, as there is no reduction in the amount payable to any of the creditors. Further, the proposed Capital Reduction will not have any impact on the operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of business.

EFFECTIVE DATE OF REDUCTION OF SHARE CAPITAL

After receipt of approval of the public shareholders, the Company will take steps to file the requisite application with the National Company Law Tribunal (NCLT), Delhi in accordance with the provisions of Section 66 and other applicable provisions of the Act and the NCLT Rules, seeking confirmation of the Reduction of Capital as per the Scheme. Pursuant to section 66(5) of the Act, this resolution will be effective on the date when the Registrar of Companies, Delhi registers the NCLT order approving the Reduction of Capital as per the Scheme and issues a certificate to that effect.

FAIRNESS OPINION

The requirement for valuation report as mentioned in Para 1(A)(4)(a) of Annexure I to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI/HO/CFD/DIL 1 /CIR/P/2021/0000000665 dated November 23, 2021 as amended time to time is not applicable to the proposed Reduction of Capital as per the Scheme of the Company since there is only proportionate change in the shareholding pattern of the Listed Entity. Further, no consideration shall be paid by the Company to the Struck Off Members with respect to the proposed Capital Reduction, hence, no separate valuation of shares is necessary in determining the fair value of the said shares of the Company for the purposes of the proposed Capital Reduction and therefore, the need for a valuation report for the purpose of the proposed Capital Reduction is dispensed with.

PUBLIC SHAREHOLDING APPROVAL

The Company hereby undertakes and confirms adherence to Para 15 of the Draft Scheme condition regarding public shareholding approval in terms of Para A(10)(b) of SEBI Master Circular dated June 20, 23. The Draft Scheme including all relevant Annexures/documents including any certificate thereof are available for inspection to the members at the Corporate Office of the Company between 10:00 A.M. (IST) to 1:00 P.M. (IST) on any working day, except Saturdays, Sundays and public holidays, till the last date for remote e-voting by the members.

GENERAL INFORMATION AND DISCLOSURES

Article No. 8 of the Articles of Association of the Company provides that the company may subject to the provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013, by special resolution reduce its capital in any manner for the time being authorized by law. After the Capital Reduction coming into effect, with the above reduction the subscribe, issued, paid-up capital of the Company comprising of 30,00,085 equity shares of ₹10/- each shall be reduced to 29,88,985 equity shares of ₹10/- each fully paid-up. No new equity shares will be issued by the Company to which the shareholders of the Company may be entitled in terms of Capital Reduction. Consequently, the order of NCLT approving the scheme would not attract any stamp duty in this regard under the applicable provisions of the Indian Stamp Act, 1899. The Board of Directors shall request for approval/NOC of Stock Exchange after the scheme approved by the members. All documents referred to in the accompanying Special Resolution and Explanatory Statement annexed thereto are made available on the Company's website at: www.kcl.co.in and would also be available for inspection to the members at the Corporate Office of the Company between 10:00 A.M. (IST) to 1:00 P.M. (IST) on any working day, except Saturdays, Sundays and public holidays, till the last date for remote e-voting by the members. No inquiry or investigation is pending against the Company under any provisions of Act. Accordingly, the Board of Directors of the company recommends the resolution of Item No. 9 for approval of members by way of a Special Resolution. None of the directors and or Key Managerial Personnel of the company or their relatives are in any way concerned or interested in the said Resolution except to the extent of their holding in the equity share capital of the Company.

ANNEXURE TO NOTICE

Details of Director seeking appointment/re-appointment in the 43rd Annual General Meeting

Agenda item no 2- Pursuant to Regulation 36(3) of the SEBI (LODR) 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

Name	Mr. Deeptanshu Khemmka
DIN	07484360
Date of Birth (Age)	13-04-1991 (35 Years)
Date of first Appointment	30-09-2016
Qualifications	B. tech from UK and MBA from Mumbai.
Expertise in specific functional area	More than 10 years of experience in the Field of Packaging, Plastic Injection Moulding Components and Dairy Products.
Directorship in other Companies	KCL Mould Tech India Private Limited
Memberships / Chairmanship of Committees across all Public Companies *	None
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Rajeev Khemka and Mrs. Vandana Rajeev Khemka
No. of shares held in the Company either by self or on a beneficial basis for any other person	12,000 Shares