



K I C METALIKS LIMITED

(CIN : L01409WB1986PLC041169)

Regd Office : "Sir RNM House", 3B, Lal Bazar Street,
4th Floor, Room No. 2, Kolkata - 700 001, West Bengal, India; **Ph :** + 91-33-3068 8681/ 8683

E-mail : info@kicmetaliks.com; **Website :** www.kicmetaliks.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **TWENTY NINTH ANNUAL GENERAL MEETING** of the shareholders of **K I C METALIKS LIMITED** will be held on Thursday, 22nd September, 2016 at 10.00 a.m. at "Rotary Sadan" (Shripati Singhania Hall), 94/2, Chowringhee Road, Kolkata 700 020, West Bengal, India to transact the following business :

AS ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016, the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Radhey Shyam Jalan (DIN: 00578800) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. Agarwal Maheswari & Co., Chartered Accountants, Statutory Auditors of the Company, and to fix their remuneration and to pass, with or without modification(s) the following resolution as an **Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to resolution passed by the shareholders at the 27th Annual General Meeting of the Company held on 9th September, 2014, the appointment of M/s. Agarwal Maheswari & Co., Chartered Accountants (Firm Reg. No. 314030E), as the Statutory Auditors of the Company to hold office till the conclusion of next Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017 as may be recommended by the Audit Committee in consultation with the Auditors."

"RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

AS SPECIAL BUSINESS :

4. **Ratification of the remuneration of the Cost Auditors of the Company for the financial year 2016-17:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 25,000 plus applicable taxes and out-of-pocket expenses payable to M/s. Patangi & Co., Cost Accountants, (Firm Registration No. 101919), who are appointed as Cost Auditors of the Company to audit the cost records of the Company for the financial year ending 31st March, 2017."

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

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3B, Lal Bazar Street,
4th Floor, Room No. 2,
Kolkata - 700 001
West Bengal, India

By Order of the Board
For **K I C METALIKS LIMITED**

Ruchika Fogla
Company Secretary

Dated : The 30th day of May, 2016 (Membership No. A23339)

IMPORTANT NOTES :

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.** Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.

Shareholders are requested to note that a person can act

as a proxy on behalf of shareholders not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a shareholder holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Proxy holder shall prove his/her identity at the time of attending the "Meeting".
3. Only bonafide shareholders of the Company whose names appear on the Register of Shareholders/ Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the "Meeting". The Company reserves its right to take all steps as may be deemed necessary to restrict non-shareholders from attending the "Meeting".
4. Shareholders are requested to bring their copies of Annual Report to the "Meeting". Shareholders are also requested to produce the enclosed attendance slip duly filled and signed as per the specimen signature recorded with the Company/Depository Participant for admission to the "Meeting" Hall.
5. Shareholders, who hold shares in de-materialised form, are requested to bring their Client I.D. and DP I.D. Nos. for easier identification of attendance at the "Meeting".
6. In case of joint holders attending the "Meeting", only such joint holder who is higher in the order of names will be entitled to vote.
7. **Updation of Members' Details:**

The format of the Register of Shareholders prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agent (RTA) to record additional details of shareholders, including their PAN details, email address, bank details for payment of dividend, etc. Shareholders holding shares in physical form are requested to submit the details to the Company or its RTA. Shareholders holding shares in electronic form are requested to submit the details to their respective Depository Participant.
8. In terms of the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Shareholders holding shares in physical form and desirous of availing the above facility are advised to submit their Nominations in Form SH-13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, which may be obtained from the Company's RTA and is also available at the Company's website at <http://kicmetaliks.com/wp-content/uploads/2016/02/Nomination-Form-SH-13.pdf>. However, in case of demat holdings; the shareholders should approach to their respective Depository Participant(s) for making nominations.
9. The SEBI has vide Circular no. MRD/DoP/Cir-05/2009

dated May 20, 2009 mandated the submission of PAN (Permanent Account Number) by every participant in the security market. Shareholders holding shares in electronic form/physical form are therefore, requested to submit their PAN to the Company or its RTA.

10. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository participant. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. The Annual Report 2015-16 is being sent through electronic mode only to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s), unless any shareholder has requested for a physical copy of the same. For the shareholders who have not registered their e-mail addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
12. Electronic copy of the Notice of the "Meeting" *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the shareholders whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any shareholder has requested for a hard copy of the same. For shareholders who have not registered their e-mail address, physical copies of the Notice of the "Meeting" indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. A shareholder desirous of getting any information on the accounts or operations of the Company or on share related matter is requested to forward his/her query(ies) to the Company at least 10 (Ten) days prior to the "Meeting" to enable the management to keep the required information readily available at the "Meeting".
14. **The Register of Shareholders and the Share Transfer Books of the Company will remain closed from 16th September, 2016 to 22nd September, 2016 (both days inclusive).**
15. **A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the "Meeting" under item no. 4 is annexed hereto.**
16. Information about the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Brief Resume : Mr. Radhey Shyam Jalan

Mr. Radhey Shyam Jalan (DIN : 00578800) is one of the Directors of the Company since 16th January, 2009. He

has been looking after day to day affairs of the Company and is helping in various ways to improve its performance. Mr. Radhey Shyam Jalan, aged about 36 years is an Associate Chartered Accountant. He has experience in the overall business management and contributes effectively in guiding the Company towards the path of success. Mr. Jalan is not related to any of the Director of the Company.

Directorship held in other listed companies : NIL

Shareholding in K I C Metaliks Limited : NIL

17. Shareholders who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, M/s. S. K. Infosolutions Pvt. Ltd. for consolidation into a single folio.

18. The route map of the venue of the "Meeting" is given in the Notice.

19. **Voting through electronic means**

i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the shareholders, the facility to exercise their right to vote on resolutions proposed to be considered at the "Meeting" by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the "Meeting" ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

ii. The "remote e-voting" period will commence at **9.00 a.m. on Monday, 19th September, 2016** and will end at **5.00 p.m. on Wednesday, 21st September, 2016**. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **15th September, 2016**, may cast their vote by "remote e-voting". The "remote e-voting" module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

iii. The facility for voting through ballot paper shall be made available at the "Meeting" and the shareholders attending the "Meeting" who have not cast their vote by "remote e-voting" shall be able to exercise their right at the "Meeting" through ballot paper.

iv. The shareholders who have cast their vote by "remote e-voting" prior to the "Meeting" may also attend the same but shall not be entitled to cast their vote again.

v. Shareholders can opt for only one mode of voting, i.e. either by e-voting or voting at "Meeting". In case Shareholders cast their votes through both the modes, voting done by e-voting shall prevail and votes cast at "Meeting" shall be treated as invalid.

The procedure and instructions for shareholders for "remote e-voting" are as under:

1. **In case of shareholders receiving e-mail from NSDL (for those shareholders whose e-mail addresses are registered with Company/Depositories) :**

- a. Open e-mail and open PDF file viz. "remote E-Voting.pdf" with your client ID or Folio No. as password, containing your user ID and password for remote e-voting. Please note that the password provided is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of "remote e-voting" opens. Click on "remote e-voting": Active Voting Cycles.
- g. Select "EVEN" of "**K I C Metaliks Limited**".
- h. Now you are ready for "remote e-voting" as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at kic.scrutinizer@gmail.com or evoting@kicmetaliks.com with a copy marked to evoting@nsdl.co.in.

2. **In case of shareholders receiving Physical copy of Notice of the "Meeting" (for shareholder whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- a. Initial password is provided in the Attendance Slip for the "Meeting".

- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- vii. If you are already registered with NSDL for "remote e-voting" then you can use your existing user ID and password/PIN for casting your vote.
- viii. The Company has appointed **Mrs. Alpana Agarwal (ACS-36445)**, Practising Company Secretary of 10, Seth Parshu Ram Bajaj Road, Block B, Flat No. 206, Liluah, Howrah 711204, West Bengal, India as the Scrutinizer for conducting the entire process including e-voting in a fair and transparent manner.
- ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- x. The voting rights of shareholder shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **15th September, 2016**.
- xi. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **15th September, 2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA, M/s. S. K. Infosolutions Pvt. Ltd. at skcdilip@gmail.com.
However, if you are already registered with NSDL for "remote e-voting" then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
- xii. A person, whose name is recorded in the register of shareholders or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of "remote e-voting" or voting at the "Meeting" through ballot paper.
- xiii. The Chairman shall, at the "Meeting", at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those shareholders who are present at the "Meeting" but have not cast their votes by availing the "remote e-voting" facility.
- xiv. The Scrutinizer shall after the conclusion of voting at the "Meeting", will first count the votes cast at the meeting and thereafter unblock the votes cast through "remote e-voting" in the presence of at least two witnesses not in the employment of the

Company and shall submit, not later than three days of the conclusion of the "Meeting", a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.kicmetaliks.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him in writing and will also be communicated to the BSE Limited, where the shares of the Company are listed.

- xv. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the "Meeting" i.e. **22nd September, 2016**.
20. Shareholders may also note that the Notice of the "Meeting" and the Annual Report 2015-16 will be available on the Company's website, www.kicmetaliks.com. The physical copies of the Annual Report 2015-16, Notice of the "Meeting" and all documents referred to in the Notice and the Statement under Section 102(1) of the Companies Act, 2013 shall be open for inspection at the Registered Office of the Company on all working days during working hours except Sundays and Public Holidays up to the date of "Meeting".

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4 : Ratification of remuneration of M/s. Patangi & Co., Cost Auditors

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. Patangi & Co., Cost Auditors to audit cost records of the Company for the financial year ending 31st March, 2017 at a remuneration of ₹ 25,000/-, excluding service tax and out of pocket expenses.

As per Section 148 of the Act, the remuneration payable as above is to be ratified by the shareholders. Accordingly, the consent of the shareholders is sought for passing the said resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item no.4.

The Board recommends the resolution for your approval.

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By Order of the Board
For **K I C METALIKS LIMITED**

Ruchika Fogla
Company Secretary

Dated : The 30th day of May, 2016 (Membership No. A23339)