



K I C METALIKS LIMITED

Registered Office :

"Sir RNM House" 3B Lal Bazar Street
4th Floor, Room No. 2, Kolkata - 700 001

NOTICE OF POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956 read with The Companies
(Passing of the resolution by Postal Ballot) Rules, 2001

Dear Shareholder(s)

Notice is hereby given that the following Resolution is circulated for the approval of the Shareholders of the Company to be accorded by Postal Ballot, in accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, for the following matter :

1. To accord approval by a Special Resolution for Issue of Redeemable Preference Shares under Section 80, 81(1A) of the Companies Act, 1956 and

Accordingly, the said draft of the Resolution along with its Explanatory Statement setting out all material facts and the reasons thereto, the requisite Postal Ballot Form along with instructions, and the self-addressed postage prepaid envelope is enclosed for your consideration.

SPECIAL BUSINESS :

Item No. 1 : Issue of Redeemable Preference Shares

To consider and if thought fit, to give **assent/dissent** to the following Resolution as a Special Resolution :

"RESOLVED THAT in accordance with the provisions of Section 80, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment hereto or re-enactment thereof), the relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to all necessary, statutory or regulatory approvals, consents, permissions and/or sanctions of all other appropriate authorities, institutions or bodies and all other applicable laws, issued from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof) consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot, Redeemable Preference Shares, Cumulative or Non-Cumulative, at par or on premium and in such numbers as the Board may decide for a sum not exceeding ₹ 75 Crores (Rupees Seventy Five Crores only) by way of Private Placement to the Bodies Corporates, Financial Institutions, Mutual Funds or any other person/parties, whether they are holders of Equity Shares of the Company or not, in one or more tranches, in the manner and on the terms and conditions set out below and/or on such other terms and conditions, subject to the provisions of the Companies Act, 1956, as may be prescribed in granting the approvals by the Appropriate Authorities or which the Board may at its absolute discretion consider proper or expedient :

- (i) The Redeemable Preference Shares will carry such rate of dividend as the Board may decide.
- (ii) This rate of dividend may vary for each series of Redeemable Preference Shares to be issued.
- (iii) The dividend will be either Cumulative or Non-Cumulative as the Board may decide.
- (iv) The dividend will be calculated pro rata i.e. from the date of allotment of such Redeemable Preference Shares.
- (v) The said shares rank for dividend in priority to the Equity Shares for the time being of the Company.
- (vi) The Redeemable Preference Shares will be redeemed at such price, in one or more instalments on expiry of specified periods, as may be agreed to by the Board and the Subscriber(s)."

"RESOLVED FURTHER THAT Mr. Radhey Shyam Jalan, Chairman and Managing Director of the Company and Ms. Ruchika Dhanuka, Company Secretary of the Company be and are hereby severally authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the aforesaid matter and take such actions and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions, consents from SEBI, Stock Exchanges, and such other authorities which may be necessary or desirable in relation to the issue of Redeemable Preference Shares and to give effect to the above resolution."

By Order of the Board
For K I C Metaliks Limited
Sd/-

Ruchika Dhanuka
Company Secretary

Place : Kolkata
Dated : 14th February, 2013

NOTES :

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of the business under Item No.1, is annexed hereto.
2. The Notice is being sent to all the members whose names appear in the Register of Members/ Record of Depositories **as on Friday, February 15, 2013.**
3. The Board of Directors has appointed Mr. Rakesh Agrawal, Proprietor, of M/s. Rakesh Agrawal & Co., Practicing Company Secretaries as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.
4. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours on or before, **Saturday, 23rd March, 2013.** Please note that any Postal Ballot Forms(s) received after the said date will be treated as not having been received. No photocopy of the Postal Ballot Form or any other form is permitted. The Scrutinizer will submit his report to the Chairman or any Director of the Company as soon as possible after the **last date** for receipt of Postal Ballot Forms and **after completion** of the scrutiny. Results of the Postal Ballot shall be declared and confirmed by the Chairman or any other Director of the Company on **Wednesday, 27th March, 2013 at 11.00 a.m.** at the Registered Office of the Company as mentioned above and will also be published in English and Bengali newspapers and will also be posted on the website of the Company. Members who wish to be present at the time of declaration of results may do so at the aforementioned venue.
5. A copy of the relevant documents is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the results of Postal Ballot.
6. The members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 1

In order to strengthen the finances of the Company and augmentation of the resources of the company, Company has proposed to issue Redeemable Preference Shares on Private Placement basis to promoters and other investors at the terms and conditions as agreed to by the Board of Directors of the Company and the Subscriber(s).".

The proposed issue requires the approval of the members in General Meeting and accordingly, the Resolution as set out in the notice is recommended.

Your approval is sought by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

None of the Directors are concerned or interested in the said Resolution except to the extent of their Shareholding (before and after allotment of Redeemable Preference Shares) and the shareholding of their relatives, if any, in the Company.

By Order of the Board
For **K I C Metaliks Limited**

Sd/-

Ruchika Dhanuka
Company Secretary

Place : Kolkata

Dated : 14th February, 2013