

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, 2011

Dear Shareholder(s)

Notice is hereby given that the following Resolutions are circulated for the approval of the Members 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 an Ordinary Resolution for increase in Authorised Share Capital of the Company under Section 16 and 94(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and consequential amendment in Capital Clause of the Memorandum of Association of the Company,

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 : Increase of Authorised Share Capital of the Company and Amendment in Memorandum of Association

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

" RESOLVED THAT pursuant to the provisions of Section 16 and 94(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from present ₹ 750,000,000/- (Rupees Seventy Five Crores) divided into 25,000,000 Equity Shares of ₹ 10/- each and 50,000,000 Preference Shares of ₹ 10/- each, to ₹ 1,000,000,000/- (Rupees One Hundred Crore), divided into 25,000,000 Equity Shares of ₹ 10/- each and 75,000,000 Preference Shares of ₹ 10/- each by creation of additional 25,000,000 Preference Shares of ₹ 10/- each, ranking pari passu in all respect with existing Preference Shares of the Company."

" RESOLVED FURTHER THAT consequent upon the increase of Authorised Capital as aforesaid, subject to the approvals, consents, permission and sanctions as may be necessary from the appropriate authorities or bodies, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows :-

V. "The Authorised Share Capital of the Company is ₹ 1,000,000,000/- (Rupees One Hundred crores) divided into 25,000,000 Equity Shares of ₹ 10/- (Rupees Ten) each and 75,000,000 Preference Shares of ₹ 10/- (Rupees Ten) each with rights, privileges and conditions attaching hereto as are provided by the Articles of Association of the Company, for the time being with power to increase or reduce the capital and to divide and sub-divide the shares into several classes and to attach thereto, respectively, such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with Articles of Association of the Company for the time being and to vary, modify, or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or as provided by the Articles of Association of the Company for the time being."

" RESOLVED FURTHER THAT the Board of Directors of the Company , be and is hereby authorized to take all the necessary steps, do all such acts, deeds, matters and things and to make, execute, apply, initiate, sign and file all such application, writings, instruments, papers, documents, deeds, forms as may be necessary on behalf of the Company or as the Board may in its absolute discretion deem necessary or desirable and delegate the said authority to any person(s) as they may deem fit in their discretion, for the purpose of giving effect to this Resolution."

By Order of the Board

For K I C Metaliks Limited
Sd/-
Ruchika Dhanuka
Company Secretary

Place : Kolkata

Dated : 31st December, 2012

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, January 4, 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 i.e. 6:00 p.m., on or before, **Wednesday, 13th February, 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, 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 **Monday, 18th February, 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

The present Authorised Share Capital of the Company is ₹ 750,000,000 (Seventy Five Crores Only) divided into 25,000,000 (Two Crore Fifty Lakh) Equity Shares of ₹ 10/- each and 50,000,000 (Five Crore) Preference Shares of ₹ 10/- each. With the growing expansion of the Company's business, it is desirable to bring the Authorised Capital of the Company in proper co-relation with the magnitude of the Company's resources and size of its undertaking. It is therefore considered advisable to increase the Authorised Share Capital of the Company.

The proposed increase requires the approval of the members in General Meeting and accordingly, the Resolution as set out in the notice is recommended. The existing Clause V of Memorandum of Association of the Company specifies the present Authorised Share Capital of your Company. Hence, the substitution of the existing Clause V of the Memorandum of Association of the Company is considered necessary in order to reflect the increase in the Authorised Share Capital of the Company.

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 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: 31st December, 2012