



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 :** + 91-33-2210 3301
E-mail : info@kicmetaliks.com; **Website :** www.kicmetaliks.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING of the shareholders of **K I C METALIKS LIMITED** will be held on Wednesday, 26th September, 2018 at 10.00 a.m. at "Kala Kunj" 48, Shakesperare Sarani, Kolkata 700 017, 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 financial year ended 31st March, 2018, together with 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. B. N. Agrawal & 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), pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company 'Board', and pursuant to resolution passed by the shareholders at the 30th Annual General Meeting held on 21st September, 2017, the appointment of M/s. B. N. Agrawal & Co., Chartered Accountants (Firm Reg. No. 320312E), 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 be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2019 as may be recommended by the Audit Committee in consultation with the Auditors."

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

AS SPECIAL BUSINESS :

4. **Appointment of Mrs. Manjula Poddar as the new Women Director of the Company.**

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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Manjula Poddar (DIN: 08158445), who was appointed as an Additional Director of the Company w.e.f. 23rd June, 2018 by the Board of Directors of the Company 'Board' and holds office up to the date of this Annual General Meeting under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five years commencing 23rd June, 2018 to 23rd June, 2023."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution"

5. **Revision in Remuneration of Mr. Radhey Shyam Jalan Managing Director of the Company.**

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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Radhey Shyam Jalan [DIN: 00578800], Chairman and Managing Director of the Company, on the terms and conditions including remuneration as mentioned below :

Salary & Perquisites :

A) Basic Salary :	₹ 3,75,000.00 p.m.
B) HRA :	₹ 1,25,000.00 p.m.
Total	₹ 5,00,000.00 p.m.

- C) Motor car provided with chauffeur, maintained by the Company for official use.

The terms and conditions of appointment of Chairman and Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Chairman and Managing Director for attending meeting of the Board of Directors or any committee thereof. Total remuneration of Mr. Radhey Shyam Jalan in any financial year shall not exceed 5% of the net profit of the Company during that year. The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

"RESOLVED FURTHER THAT the Company Secretary or any Director of the Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

6. Ratification of the remuneration of the Cost Auditors of the Company for the financial year 2018-19.

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 incurred in connection with the audit, payable to M/s. Patangi & Co., Cost Accountants, (Firm Registration No. 101919), who were appointed by the Board of Directors of the Company 'Board' as Cost Auditors of the Company to audit the cost records for the financial year 2018-19."

"RESOLVED FURTHER THAT the Board 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."

7. Sub-Division of 1 Equity Share of the face value of ₹ 10/- per share into 5 Equity Shares of face value of ₹ 2/- per share.

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

"RESOLVED THAT pursuant to the provisions of Section 61(1) (d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten) each be and is hereby sub-divided into 5 (Five) Equity

Shares of the face value of ₹ 2/- (Rupees Two) each and the relevant Capital Clause V of the Memorandum of Association of the Company be and is hereby accordingly altered."

"RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of face value of ₹ 2/- (Rupees Two) each be allotted in lieu of the existing 1 (one) Equity Share of face value of ₹ 10/- (Rupees Ten) each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of ₹ 10/- (Rupees Ten) each of the Company and shall be entitled to participate in any dividend which is declared after the sub-divided Equity Shares are allotted."

"RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Share of the face value of ₹ 10/- (Rupees Ten) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any Committee of Director(s) or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

8. Alteration of the Capital Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following Clause V :

The Authorized Share Capital of the Company shall be ₹ 1000,000,000/- (Rupees One Hundred Crores) divided into 125,000,000 Equity Shares (Twelve Crore

fifty Lakhs) of ₹ 2/- (Rupees Two) each and 75,000,000 Preference Shares (Seven Crores Fifty Lakhs) of ₹ 10/- (Rupees Ten) each with the 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, 2013 or as provided by the Articles of Association of the Company for the time being."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Director(s) or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

9. Alteration/Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company."

"RESOLVED FURTHER THAT Board of Directors of the Company 'Board' be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office :
"Sir RNM House",
3B, Lal Bazar Street,
4th Floor, Room No. 2,
Kolkata – 700 001
Dated : The 27th day of July, 2018

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

Ruchika Fogla
Company Secretary
(Membership No. A23339)

IMPORTANT NOTES :

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY '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 (forty eight) 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 50 (fifty) and holding in the aggregate not more than 10 % (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 10 % (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.** They 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. 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(s). 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.
 10. The Annual Report 2017-18 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 2017-18 are being sent by the permitted mode.
 11. 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 addresses 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.
 12. 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.
 13. **The Register of Shareholders and the Share Transfer Books of the Company will remain closed from 20th September, 2018 to 26th September, 2018 (both days inclusive).**
 14. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 9 above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under Item Nos. 2 & 4, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 'SEBI (LODR) Regulations, 2015 and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are also annexed.
 15. 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.
 16. The route map of the venue of the Meeting is given in this Notice of Annual General Meeting.
 17. **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 (LODR) 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 shareholders 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 Saturday, 22nd September, 2018** and will end at **5.00 p.m. on Tuesday, 25th September, 2018**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **19th September, 2018**, 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.nsdl.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's 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. 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. **19th September, 2018**, may obtain the "User 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**.
- viii. 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).
- ix. Institutional Shareholders (i.e. other than individuals, HUFs, NRIs 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 is/are authorized to vote, to the E-mail ID **evoting@kicmetaliks.com** with a copy marked to **evoting@nsdl.co.in**.
- 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 **19th September, 2018**.
- xi. 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.
- xii. 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.
- xiii. 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.
- xiv. The Scrutinizer shall after the conclusion of voting at the Meeting, 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 3 (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. **26th September, 2018**.
18. Shareholders may also note that the Notice of the Meeting and the Annual Report 2017-18 will be available on the Company's website, **www.kicmetaliks.com**. The physical copies of the Annual Report 2017-18, 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 Ordinary/Special Business mentioned in the accompanying Notice:

ITEM NO. 4

Mrs. Manjula Poddar, B. Com, FCS and LLB aged about 40 years, is a Fellow Member of The Institute of Company Secretaries of India. She is a Practising Company Secretary having vast experience of about 8 years in the field of Company Law and LLP to her credit.

The Board, upon the recommendation of the Nomination and Remuneration Committee of the Board, at its meeting held on 23rd June, 2018, appointed Mrs. Manjula Poddar as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective 23rd June, 2018. Pursuant to the provisions of Section 161 of the Act, Mrs. Manjula Poddar will hold office upto the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received in writing, a notice from a shareholder along with a requisite deposit of ₹ 1,00,000/- proposing the candidature of Mrs. Manjula Poddar for the office of Director. The Company has received from Mrs. Manjula Poddar (i) consent in writing to act as a Director in Form DIR - 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR - 8 in terms of the Companies (Appointment and Qualification of Directors), Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act.

The resolution seeks the approval of the shareholders in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules framed there under, for appointment of Mrs. Manjula Poddar as an Independent Director of the Company for a period commencing from 23rd June, 2018 to 23rd June, 2023. Mrs. Manjula Poddar once appointed will not be liable to retire by rotation.

In the opinion of the Board, Mrs. Manjula Poddar is a person of

integrity, fulfils the conditions specified in the Act and the Rules framed there under and is independent of the management of the Company.

The requisite details of Mrs. Manjula Poddar are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution as set out at Item No. 4 of the Notice except Mrs. Manjula Poddar.

The Board recommends the resolution set forth in Item No. 4 for approval of the shareholders.

ITEM NO. 5

The Board of Directors of the Company 'Board' at their meeting held on 8th December, 2017, subject to approval of shareholders of the Company, has accorded its approval to revision in the remuneration of Mr. Radhey Shyam Jalan, Managing Director of the Company 'Mr. Jalan', as detailed in the resolution, for his remaining tenure. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Mr. Jalan the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of operations of the Company and his increased involvement for the overall growth of the Company especially in streamlining the production capacities of existing units, exploring new domestic and overseas markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc, with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the Company and shareholders. The revision in remuneration of Mr. Jalan was made with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly payment so as to maintain a regular distribution of cash flow.

Mr. Jalan is a related party as per Section 2(76)(i) of the Companies Act, 2013 'Act'. As per Section 177(4)(iv) of the Act, and amended terms of reference duly approved by the Board, the Audit Committee has to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 8th December, 2017 discussed, approved and recommended the same agenda for the approval of the Board.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of shareholders of the Company in a General Meeting by way of ordinary resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of shareholders.

The requisite details of Mr. Radhey Shyam Jalan are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially

or otherwise in the resolution as set out at Item No. 5 of the Notice except Mr. Jalan.

The Board recommends the resolutions set forth in item no. 5 for the approval of members.

ITEM NO. 6

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 2018-19 at a remuneration of ₹ 25,000/-, excluding applicable taxes and out of pocket expenses, if any.

As per Section 148 of the Companies Act, 2013, 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, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 of the Notice for approval of the shareholders.

ITEM NO. 7 and 8

The shareholders may be aware that the operations of the Company have grown significantly during the years, which has generated considerable interest in the Company's Equity Shares in the Market. This coupled with the general positive economic environment, the market price of the Company's shares have also increased significantly. In order to improve the liquidity of the Company's shares in the Stock market and to make it affordable to the small investors, the Board of Directors of the Company 'Board' at their meeting held on 27th July, 2018 considered it desirable to recommend sub division of its existing 1(one) Equity Share of face value of ₹ 10/- (Rupees Ten) each fully paid up into 5 (five) Equity Share of ₹ 2/- (Rupees Two) each fully paid up, subject to approval of the shareholders and such other authorities as may be necessary. The proposed split of the face value of the Equity Shares of the Company of ₹ 10/- (Rupees Ten) each into denomination of ₹ 2/- (Rupees Two) each fully paid up requires amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 8, in the accompanying Notice for reflecting the corresponding changes in the Authorized Share Capital of the Company.

After the approval by the shareholders, the Board will fix a Record Date for the aforesaid Sub-Division. At present, the Authorised Share Capital of the Company is ₹ 1000,000,000/- (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. The Issued, Subscribed and Paid-Up Capital of the Company is divided into 7,099,200 (Seventy Lakh Ninety Nine Thousand and Two Hundred) Equity Shares of ₹ 10/- (Rupees Ten) each amounting to ₹ 70,992,000/- (Rupees Seven Crores Nine Lakh Ninety Two Thousand). The Board recommends the resolutions as set out in Item Nos. 7 and 8 as Special Resolution for the approval

of shareholders of the Company for sub-division of shares, altering Clause V of the Memorandum of Association of the Company to reflect the corresponding changes in the Capital Clause of the Memorandum and Articles of Association of the Company, consequent to the proposed Sub-Division of each existing Equity Share of ₹ 10/- (Rupees Ten) each into 5 (Five) Equity Shares of ₹ 2/- (Rupees Two) each. Accordingly, your Directors recommend the Resolutions as set out in Item Nos. 7 and 8 of the Notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution(s) as set out at Item Nos. 7 and 8 of the Notice.

The Board recommends the resolutions set forth in Item No. 7 and 8 for the approval of shareholders

ITEM NO. 9

The existing Articles of Association of the Company are in line with the erstwhile Companies Act, 1956, which are no longer in full conformity with the Companies Act, 2013 'Act'. The Act is now largely in force and substantive sections of the Act which deal with the general working of Companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration/deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the s Act including Rules made there under. Hence the Board of Directors of the Company 'Board' proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the shareholders at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 9 of the Notice.

The Board recommends the resolutions set forth in Item No. 9 for the approval of shareholders.

Registered Office :

"Sir RNM House",
3B, Lal Bazar Street,
4th Floor, Room No. 2,
Kolkata – 700 001
Dated : The 27th day of July, 2018

By Order of the Board

For **K I C Metaliks Limited**

Ruchika Fogla
Company Secretary
(Membership No. A23339)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN THE 31st ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015]

Name of Director(s)	Mr. Radhey Shyam Jalan	Mrs. Manjula Poddar
Date of Birth	23.06.1980	06.03.1978
Qualifications	B. Com (Honours), Chartered Accountant	B Com, FCS, LLB
Date of Appointment	07.08.2009	23.06.2018
Expertise in specific functional areas	Management, Finance and Business administration	Company Secretary and Legal
List of other Public Companies in which Directorship held (excluding in Foreign Companies)	None	None
Chairman/Shareholders of the Committees of the Board of Directors of other Companies in which he is a Director (excluding in Foreign Companies)	None	None
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company	Nil	Nil
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil	Nil
Shareholding in the Company	Nil	Nil
Attendance at Board meetings in financial year 2017-18	Mr. Jalan attended all Board Meetings in financial year 2017-18	Nil

ROUTE MAP FOR AGM VENUE

