



## K I C METALIKS LIMITED

CIN : L01409WB1986PLC041169

**Regd Office** : "Sir RNM House", 3B, Lal Bazar Street,  
4<sup>th</sup> Floor, Room No. 2, Kolkata - 700 001

West Bengal, India; **Ph** : + 91-33-2210 3301

**E-mail** : [info@kicmetaliks.com](mailto:info@kicmetaliks.com); **Website** : [www.kicmetaliks.com](http://www.kicmetaliks.com)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING** of the Members of **K I C METALIKS LIMITED** will be held on Tuesday, 24<sup>th</sup> September, 2019 at 10.00 a.m. at "Kala Kunj" 48, Shakespeare 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 31<sup>st</sup> March, 2019, 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.

#### **AS SPECIAL BUSINESS :**

3. **Ratification of appointment of M/s. B. N. Agrawal & Co., Chartered Accountants (Firm Registration No. 320312E) as Statutory Auditors of the Company for the entire unexpired period.**

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

**"RESOLVED THAT** pursuant to approval of the Members in the 30<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> September, 2017 for appointment of M/s. B. N. Agrawal & Co., Chartered Accountants (Firm Registration No. 320312E), as the Statutory Auditors of the Company, for a term of five consecutive years ending on 31<sup>st</sup> March, 2022, which was subject to ratification at every Annual General Meeting, consent of the Members of the Company be and is hereby accorded to continue the appointment of M/s. B. N. Agrawal & Co., Chartered Accountants (Firm Registration No. 320312E), as Statutory Auditors of the Company for the remaining of term without any further ratification by the members in terms of the provisions of the Companies Act, 2013 on such remuneration as may be decided by Chairman and Managing Director of the Company in consultation with the Statutory Auditors."

4. **Re-appointment of Mr. Radhey Shyam Jalan (DIN: 00578800), as Chairman and Managing Director and payment of overall remuneration to him.**

To consider and if thought fit to pass with or without

modification(s), the following resolution as an **Special Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 'Act' and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Radhey Shyam Jalan (DIN: 00578800) as Chairman and Managing Director 'CMD' of the Company for a period of three years, with effect from 4<sup>th</sup> November, 2019 to 3<sup>rd</sup> November, 2022, liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act and as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and CMD."

**"RESOLVED FURTHER THAT** the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. **Re-appointment of Mr. Suresh Kumar Singhal (DIN: 00058501), as an Independent Director of the Company for a period of 5 years.**

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 'Act', the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 'Listing Regulations', as amended from time to time, Mr. Suresh Kumar Singhal (DIN: 00058501), who was appointed as an Independent Director at the 27<sup>th</sup> Annual General Meeting of the Company and who holds office up to 9<sup>th</sup> September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term commencing from 9<sup>th</sup> September, 2019 up to 8<sup>th</sup> September, 2024, not liable to retire by rotation."

**6. Re-appointment of Mr. Laxmi Narayan Sharma (DIN: 00356855), as an Independent Director of the Company for a period of 5 years.**

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 'Act', the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 'Listing Regulations', as amended from time to time, Mr. Laxmi Narayan Sharma (DIN: 00356855), who was appointed as an Independent Director at the 27<sup>th</sup> Annual General Meeting of the Company and who holds office up to 9<sup>th</sup> September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as

provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second term commencing from 9<sup>th</sup> September, 2019 up to 8<sup>th</sup> September, 2024, not liable to retire by rotation."

**7. Ratification of the remuneration of the Cost Auditors (Firm Registration No. 101919) of the Company for the financial year 2019-20.**

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 2019-20."

**"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."

**Registered Office :**  
CIN : L01409WB1986PLC041169  
"Sir RNM House",  
3B, Lal Bazar Street,  
4<sup>th</sup> Floor, Room No. 2,  
Kolkata – 700 001  
Dated : The 14<sup>th</sup> day of August, 2019

By Order of the Board  
For **K I C Metaliks Limited**  
**Sd/-**  
**Ruchika Fogla**  
Company Secretary  
(Membership No. A23339)

## IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 32<sup>ND</sup> 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 (Forty Eight) 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.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in 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 Member 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 Member.

2. Proxy holder shall prove his/her identity at the time of attending the Meeting.
3. Only bonafide Members of the Company whose names appear on the Register of Members/ 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-Members from attending the Meeting.
4. **Members 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. Members, 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 Members 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 Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares

in physical form are requested to submit the details to the Company or its RTA. Members 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 Members. Members 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 Members 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 their under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members 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 2018-19 is being sent through electronic mode only to the Members 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 Members who have not registered their e-mail addresses, physical copies of the Annual Report 2018-19 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 Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members 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 Member 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 Members and the Share Transfer Books of the Company will remain closed from Wednesday, 18<sup>th</sup> September, 2019 to Tuesday, 24<sup>th</sup> September, 2019 (both days inclusive).**
14. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under Item No. 3 to Item No. 7 above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under Item Nos. 2, 4, 5, and 6, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, 'Listing Regulations' and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are also annexed.
15. During financial year 2018-19, the Securities and Exchange Board of India 'SEBI' and the Ministry of Corporate Affairs 'MCA' has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1<sup>st</sup> April, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at [admin@kicmetaliks.com](mailto:admin@kicmetaliks.com) or contact the Registrars and Transfer Agent-M/s. S .K. Infosolutions Pvt. Ltd. at [skcdilip@gmail.com](mailto:skcdilip@gmail.com) for assistance in this regard.
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 Members, 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 Friday, 20<sup>th</sup> September, 2019** and will end at **5.00 p.m. on Monday 23<sup>rd</sup> September, 2019**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, 17<sup>th</sup> September, 2019**, 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 Members 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 Members 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. Members can opt for only one mode of voting, i.e. either by e-voting or voting at Meeting. In case Members 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 Members for remote e-voting are as under :**

1. **In case of Members receiving e-mail from NSDL (for those Members whose e-mail addresses are registered with Company/ Depository Participants) :**
  - 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 Members (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 Members receiving Physical copy of Notice of the Meeting [for shareholder whose e-mail addresses are not registered with the Company/Depository Participant(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 Members 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 Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **Tuesday, 17<sup>th</sup> September, 2019**, 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 Members (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 Member shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of **Tuesday, 17<sup>th</sup> September, 2019**.
  - xi. A person, whose name is recorded in the Register of Members 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 Members who are present at the Meeting but have not cast their votes by availing the “remote e-voting” facility.
  - xiii. The Company has appointed **Ms. Neha Yadav (ACS-36913)** Practising Company Secretary of Saraswati Apartment, 6<sup>th</sup> Floor, 177 G. T. Road, North Salkia, Howrah-711 106, 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](http://www.kicmetaliks.com) and on the website of NSDL [www.evoting.nsdl.com](http://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. **Tuesday, 24<sup>th</sup> September, 2019.**

18. Members may also note that the Notice of the Meeting and the Annual Report 2018-19 will be available on the Company's website, [www.kicmetaliks.com](http://www.kicmetaliks.com). The physical copies of the Annual Report 2018-19, 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. 3**

At the 30<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> September, 2017, the Members had appointed M/s. B. N. Agrawal & Co., Chartered Accountants (Firm Reg. No. 320312E), as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting (AGM) till the conclusion of 35<sup>th</sup> Annual General Meeting, subject to ratification of their appointment at every AGM of the Company. This was done as per the Law prevalent at that time.

Since then, proviso to sub-section (1) of Section 139 of the Companies Act, 2013, which provided for such ratification every year, has been deleted. However, since the resolution passed on 21<sup>st</sup> September, 2017 contains such requirement, it is proposed, as a measure of abundant caution, to have ratification of appointment Statutory Auditors, done by the Members for the entire unexpired period.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the resolution set out

at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval of the Members.

##### **ITEM NO. 4**

Mr. Radhey Shyam Jalan 'Mr. Jalan' was appointed as Chairman and Managing Director 'CMD' of the Company for a period of three years effective 4<sup>th</sup> November, 2016 till 3<sup>rd</sup> November, 2019, and the said appointment was approved by the Members at their 30<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> September, 2017.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on 14<sup>th</sup> August, 2019, re-appointed Mr. Jalan as CMD of the Company, liable to retire by rotation, for a period of three years effective 4<sup>th</sup> November, 2019 to 3<sup>rd</sup> November, 2022, subject to approval of the Members.

The Board, while re-appointing Mr. Jalan as CMD of the Company, considered his background, experience and contributions to the Company.

Mr. Radhey Shyam Jalan is a Chartered Accountant and has graduated with B.Com (Honours) and is aged about 39 years. He has been with K I C for more than a decade and that also in a senior management position. With his extensive experience in Business Administration, he has headed the organisational transformation and business excellence function of the Company with niche and has a vast contribution in the outstanding growth of K I C since its takeover from erstwhile management.

The main terms and conditions relating to the re-appointment and terms of remuneration Mr. Jalan as the CMD of the Company are as follows:

##### **A. Period :**

For a period of 3 years i.e. from 4<sup>th</sup> November, 2019 to 3<sup>rd</sup> November, 2022.

##### **B. Nature of Duties :**

The CMD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries including performing duties as assigned to CMD from time to time by serving on the boards of such associated Companies and/or subsidiaries or any other Executive body or any committee of such a Company.

**C. Salary & Perquisites :**

a)	Basic Salary	: ₹ 6,00,000 per month
b)	H.R.A	: ₹ 2,00,000 per month
	<b>Total</b>	<b>: ₹ 8,00,000 per month</b>
c)	Motor car provided with chauffeur, maintained by the Company for official use.	

**D. Minimum Remuneration :**

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Jalan, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, Bonus/Performance Linked Incentive, Long-Term Incentive as approved by the Board.

**E. Other Terms of Appointment :**

- (i) The CMD, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- (ii) The terms and conditions of the re-appointment of the CMD and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CMD, subject to such approvals as may be required.
- (iii) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.
- (iv) The employment of the CMD may be terminated by the Company without notice or payment in lieu of notice :
  - a. if the CMD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the CMD of any of the stipulations contained in the Agreement; or

- c. in the event the Board expresses its loss of confidence in the CMD.
- (v) No sitting fees will be paid to the CMD for attending meeting of the Board of Directors or any committee thereof. Total remuneration of Mr. Jalan in any financial year shall not exceed 5% of the net profits of the Company during that year.
- (vi) In the event the CMD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (vii) Upon the termination by whatever means of CMD's employment under the Agreement :
  - a. He shall immediately cease to hold offices held by him in any holding Company, subsidiaries or associate Companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
  - b. He shall not, without the consent of the Board and at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated Companies.
- (viii) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the CMD unless specifically provided otherwise.
- (ix) If and when this Agreement expires or is terminated for any reason whatsoever, Mr. Jalan will cease to be the CMD and also cease to be a Director of the Company. If at any time, Mr. Jalan ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the CMD and this Agreement shall forthwith terminate. If at any time, the CMD ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and CMD of the Company.
- (x) The terms and conditions of re-appointment of CMD also include clauses pertaining to adherence to the K I C Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality.

The profile and specific areas of expertise of Mr. Jalan are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Jalan, to whom the resolution relates, is concerned or interested

financially or otherwise in the resolution set out at Item No. 4 of the Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and remuneration Committee, approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Jalan as Chairman and Managing Director as set out above.

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

#### **ITEM NOS. 5 AND 6**

On 1<sup>st</sup> April, 2014, Companies Act, 2013 the Ministry of Corporate Affairs notified Section 149 of the Act and related Rules. Pursuant to this provision, Mr. Suresh Kumar Singhal 'Mr. Singhal' and Mr. Laxmi Narayan Sharma 'Mr. Sharma' were appointed as an Independent Directors of the Company by the Members at their 27<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> September, 2014, for a period of five years up to 8<sup>th</sup> September, 2019.

The Board of Directors 'Board' on 14<sup>th</sup> August, 2019, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Singhal and Mr. Sharma as Members of the Board and considering that the continued association of Mr. Singhal and Mr. Sharma would be beneficial to the Company, proposed to re-appoint Mr. Singhal and Mr. Sharma as Independent Directors of the Company, not liable to retire by rotation, for a second term of five years effective 9<sup>th</sup> September, 2019 up to 8<sup>th</sup> September, 2024. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Singhal and Mr. Sharma for the office of Directors of the Company.

The Company has received from Mr. Singhal and Mr. Sharma (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made

thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Singhal and Mr. Sharma as an Independent Director of the Company for a second term of five years commencing 9<sup>th</sup> September, 2019 upto 8<sup>th</sup> September, 2024 is being placed before the Members for their approval by way of a Ordinary Resolution. Mr. Singhal and Mr. Sharma, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mr. Singhal and Mr. Sharma are persons of integrity, fulfill the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and are independent of the Management of the Company. A copy of the draft letter of appointment of Mr. Singhal and Mr. Sharma as Independent Directors setting out the terms and conditions of their appointment is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the 32<sup>nd</sup> Annual General Meeting 'AGM' and will also be kept open at the venue of the AGM till the conclusion of the Meeting.

The profile and specific areas of expertise of Mr. Singhal and Mr. Sharma are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the resolution set out at Item Nos. 5 and 6 of the Notice except Mr. Singhal and Mr. Sharma.

The Board recommends the resolution set forth in Item Nos. 5 and 6 of the Notice for approval of the Members.

#### **ITEM NO. 7**

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 2019-20 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 Members. Accordingly, the consent of the Members is sought for passing the said resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 of the Notice for approval of the Members.

**Registered Office :**  
CIN : L01409WB1986PLC041169  
"Sir RNM House",  
3B, Lal Bazar Street,  
4<sup>th</sup> Floor, Room No. 2,  
Kolkata – 700 001  
Dated : The 14<sup>th</sup> day of August, 2019

By Order of the Board  
For **K I C Metaliks Limited**  
**Sd/-**  
**Ruchika Fogla**  
Company Secretary  
(Membership No. A23339)

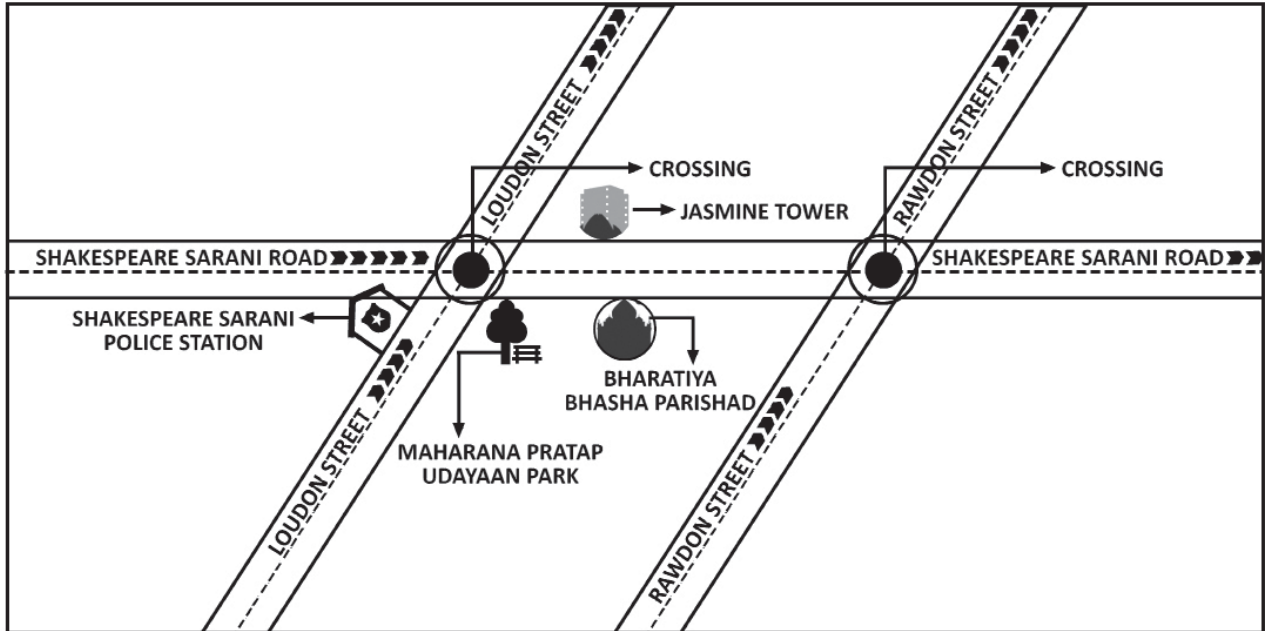


**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT  
IN THE 32<sup>ND</sup> ANNUAL GENERAL MEETING**

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

<b>Name of Director(s)</b>	<b>Mr. Radhey Shyam Jalan</b>	<b>Mr. Suresh Kumar Singhal</b>	<b>Mr. Laxmi Narayan Sharma</b>
<b>Date of Birth</b>	23.06.1980	28.04.1968	11.08.1953
<b>Qualifications</b>	B. Com (Honours), Chartered Accountant	B. E. (Mechanical), MBA	B. Com (Honours)
<b>Date of Appointment</b>	16.01.2009	07.08.2009	17.09.2012
<b>Expertise in specific functional areas</b>	Management, Finance and Business administration	Project Management	Finance and Accounts
<b>List of other Public Companies in which Directorship held (excluding in Foreign Companies)</b>	None	None	<ul style="list-style-type: none"> <li>• Global Capital Markets Limited</li> <li>• N.C.L.Research And Financial Services Ltd.</li> <li>• GCM Securities Ltd.</li> <li>• GCM Capital Advisors Limited</li> <li>• GCM Commodity &amp; Derivatives Limited</li> </ul>
<b>Chairman/Members of the Committees of the Board of Directors of other Companies in which he is a Director (excluding in Foreign Companies)</b>	None	None	None
<b>Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company</b>	Nil	Nil	Nil
<b>Relationship between Directors, Manager and other Key Managerial Personnel inter-se</b>	Nil	Nil	Nil
<b>Shareholding in the Company</b>	Nil	Nil	Nil
<b>Attendance at Board meetings in financial year 2018-19</b>	Mr. Jalan attended all Board Meetings in financial year 2018-19	Mr. Singhal attended 4 Board Meetings in financial year 2018-19	Mr. Sharma attended 5 Board Meetings in financial year 2018-19

### ROUTE MAP FOR AGM VENUE



**Venue :** “Kala Kunj” 48, Shakespeare Sarani, Kolkata 700 017, West Bengal, India



