



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING of the Members of K I C METALIKS LIMITED will be held on **Tuesday, September 29, 2020 at 10.30 a.m. (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020, 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. **To approve appointment of Mr Mukesh Bengani as a Whole-time Director designated as Director Finance and Chief Financial Officer of the Company and fixing his remuneration:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 (Act), the Rules made there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), also read with the Articles of Association of the Company, the recommendations and/ or approvals of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company (Board) and subject to such other approval(s) as may be required, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Mukesh Bengani (Mr. Bengani), as a Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), liable to retire by rotation, for a period of 5 (five) consecutive years commencing from August 25, 2020 or till the date of expiry of the tenure of his services with the Company, whichever is earlier, on such terms and conditions together with the remuneration payable to him as contained in the Agreement executed by and between Mr. Bengani and the Company, salient features of which are provided in the Explanatory Statement under Section 102 of the Act as annexed to this Notice, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 of the Act, as may be mutually agreed with Mr. Bengani from time to time."

"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".

4. **To approve appointment of Mr. Kanhaiyalal Didwania (DIN : 07746160) as a Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Kanhaiyalal Didwania, who was appointed as an Additional Director of the Company w.e.f. August 25, 2020 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 who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, liable to retire by rotation, be and is hereby appointed as an Director of the Company for a term of five years commencing August 25, 2020 to August 24, 2025."

"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".

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### 5. Ratification of the remuneration of the Cost Auditors (Firm Registration No. 101919) of the Company for the financial year 2020-21:

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 2020-21."

**"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:

"Sir RNM House",  
3B, Lal Bazar Street,  
4<sup>th</sup> Floor, Room No. 2,  
Kolkata – 700 001  
West Bengal, India

Dated : August 25, 2020

By Order of the Board  
For **KIC Metaliks Limited**

**Ruchika Fogla**  
Company Secretary  
Membership No. : A23339

#### IMPORTANT NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the Members at the meeting venue and that will be in compliance with the provisions of the Companies Act 2013 (Act). The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} vide Circular No. SEBVHO/CFD/CMBV/CIR/P/2020/79 dated May 12, 2020 (hereinafter called as SEBI Circular) extended relaxation to listed companies in view of Covid-19 pandemic from the Compliance of SEBI (LODR) Regulations, 2015 relating to conduct of Annual General Meeting through VC/OAVM, The AGM of the Company pursuant to aforesaid Circulars issued by MCA and SEBI, is being held through VC/OAVM from the Registered Office of the Company.
- The Members can join the Annual General Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the meeting (i.e. 12.30 p.m. IST) by following the procedure mentioned here in after under the head "instructions for Members for Attending AGM through VC/OAVM". The facility of participation at AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This does not include large Shareholders (i.e. holding 2 % or more shares) promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committees, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors, who are to attend AGM without restriction of first come first serve basis.
- This AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with in line with aforesaid Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- The facility of casting votes by a Member using remote e-voting system as well as at AGM will be provided by NSDL. The detail instructions for casting vote are mentioned hereinafter.
- Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI etc.) are required to send scanned copy (PDF/ JPG format) of its Board or Governing Body Resolution /Authorization / Power of Attorney etc. (Authorization) authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [kic.scrutinizer@gmail.com](mailto:kic.scrutinizer@gmail.com) with a copy marked to [evoting@nsdi.co.in](mailto:evoting@nsdi.co.in).



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6. The Register of Members and Share Transfer Register of the Company will remain closed from **Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive)**.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from, April 7, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and to ease portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form as it facilitates easy liquidity. Change in particulars of shareholding such as bank details, address, loss of share certificates etc. Members can contact the Company's Registrars and Transfer Agents, **M/s. S.K. Infosolutions Pvt. Ltd.34/1A, Sudhir Chatterjee Street, Kolkata – 700 006** (R & T Agent) for assistance in this regard. The details various banks and agencies providing dematerialization of shares services are available on the website of NSDL and CDSL.
8. To support the Green Initiative, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with R & T Agent in case the shares are held by them in physical form.
9. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual Members. The Members who are holding shares in physical form and are desirous of availing this facility may kindly download the prescribed form (SH-13) from the Company's website and submit the same to R & T Agent at the address mentioned herein above in Note 7 Shareholders holding shares in dematerialized form, should write to their Depository Participant for this purpose.
10. Members who are holding shares in physical form are requested to notify changes, if any, pertaining to their name, postal address, email address, telephone or mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the R & T Agent at the address mentioned herein above in **Note 8** quoting their folio number along with requisite documents and Members holding shares in dematerialised form, should intimate request for such changes to their Depository Participant.
11. Members who are holding shares in identical order of names in more than one folios, are requested to write to the R & T Agent at the address mentioned hereinabove in **Note 8** to consolidate their holdings in one folio.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 25, 2020 from their registered email address, mentioning their name, DP ID and Client ID/Folio No. and mobile number on **companysecretary@kicmetaliks.com**. The same will be replied by the Company suitably in the meeting.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular (**referred in note no. 1**) Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website **www.kicmetaliks.com**, websites of the Stock Exchanges i.e., BSE Limited **www.bseindia.com** and on the website of NSDL **https://www.evotingsndl.com**.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Since the AGM will be held through VC/OAVM, the Route Map of the venue of AGM is not annexed in this Notice.
16. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under **Item No.3 to 5** above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under **Item Nos. 2, 3 and 4** pursuant to Regulations 36(3) of the 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.
17. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM AREAS FOLLOWS:**
  - A. **PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:**
    - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (LODR) Regulations, 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.

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- ii. Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date of Tuesday, September 22, 2020** may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 before the AGM as well as remote e-voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. **Tuesday, September 22, 2020**, may obtain the User ID and Password by sending a request at **evoting@nsdl.co.in**
- iii. **The remote e-voting period commences on Saturday, September 26, 2020 at 9.00 a.m. (IST) and ends on Monday, September 28, 2020 at 5.00 p.m. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. Tuesday, September 22, 2020.**
- iv. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- v. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

### **B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:**

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at **<https://www.evoting.nsdl.com>** under the Shareholders/Members login by using the remote e-voting credentials, where the EVEN of the Company i.e. 113470 will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID/Password may retrieve the same by following the remote e-voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP-based login for logging into the e-voting system of NSDL.
- ii. Members may join the Meeting through Laptops, Smartphone's, Tablets and i Pads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at **companysecretary@kicmetaliks.com** between **September 21, 2020 (9:00 a.m. IST) through September 23, 2020 (5:00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- iv. Members who need assistance before or during the AGM, can contact NSDL on **evoting@nsdl.co.in /1800-222-990** or contact Mr. Amit Vishal, Senior Manager – NSDL at **amitv@nsdl.co.in/ 022-24994360** or **Mr. Sanjeev Yadav, Assistant Manager – NSDL at sanjeevy@nsdl.co.in/022-24994553.**



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### C. THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM :

The instructions for remote e-voting before the AGM are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon Login which is available under Shareholder section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. Ideas, you can log-in at <https://eservices.nsdl.com/> with your existing Ideas login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client Id 12***** then your user id IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is S1***** and EVEN is 113470 fully paid-up Ordinary Shares) then user ID is 113470 S1*****.

5. Your password details are given below:
  - (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - (c) How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Open the e-mail sent to you by NSDL and open the attachment i.e. a pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your User ID and your initial password.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - a. Click on Forgot User Details / Password (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Click on Physical User Reset Password (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

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8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

### Step 2: Cast your vote electronically on NSDL e-voting system.

#### How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the Companies EVEN in which you are holding shares and whose voting cycle is in active status.
3. Select EVEN of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### The instructions for e-voting during the AGM are as under:

1. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting, since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-voting system during the AGM.

#### General Guidelines for Shareholders:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the 'Forgot UserDetails/Password' or 'Physical User Reset Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions FAQs for Members and e-voting user manual for Members available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal or Ms. Pallavi Mhatre or Mr. Pratik Bhatt from NSDL at the designated e-mail IDs: [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos.: +91 22 2499 4360/4545/4738.

#### Other Instructions:

- i. The Board of Directors has appointed Mr. Neha Yadav (Membership No. A36913) Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
- iii. The results declared along with the Scrutinizer's Report 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 result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.





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### 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

In compliance with the provisions of the Companies Act, 2013 (as amended) (Act) and the Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Articles of Association and Nomination and Remuneration Policy of the Company, the Board of Directors of the Company (Board) based on the recommendation of Nomination and Remuneration Committee (NRC) and approval of the Audit Committee and subject to approval of the Members of the Company, has appointed Mr. Mukesh Bengani (Mr. Bengani) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years commencing from August 25, 2020 upto August 24, 2025 or till the date of expiry of the tenure of his service with the Company, whichever is earlier.

Mr. Bengani is a Chartered Accountant and has graduated with B.Com (Honours) and is aged about 42 years. He has been with K I C for more than a decade and that also in a senior management position as Chief financial Officer of the Company and is heading the finance department since he has joined the Company.

In terms of the provisions of the Act, Mr. Bengani has filed requisite consent(s) and disclosures before the Board. The Company has also received an intimation from Mr. Bengani in Form DIR - 8 to the effect that he is not disqualified and further confirming that he is not debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed as a Director in any company.

Necessary information in terms of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Bengani has been provided is Annexure to this Notice.

The Company has received a Notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Bengani, as a Director of the Company.

The main terms and conditions relating to the appointment and terms of remuneration Mr. Bengani Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer are as follows:

#### A. Period :

For a period of 5 years i.e. from August 25, 2020 to August 24, 2025.

#### B. Nature of Duties :

He is appointed as Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer and 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 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	:	₹ 47,500 per month
b)	H.R.A	:	₹ 19,000 per month
c)	Transport allowance	:	₹ 9,500 per month
d)	Other allowance	:	₹ 12,300 per month
	<b>Total</b>	:	<b>₹ 88,300 per month</b>

e) Medical and LTA allowance will be as per the Company rules.

f) Annual Bonus will be as per the Company rules.

#### D. Minimum Remuneration :

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Bengani, 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.

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### E. Other Terms of Appointment :

- (i) The Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer, 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 appointment of the Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer 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 Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer, 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 one months' notice of such termination or the Company paying one 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 Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer may be terminated by the Company without notice or payment in lieu of notice :
  - a. if the Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer 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 Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer of any of the stipulations contained in the Agreement; or
  - c. in the event the Board expresses its loss of confidence in the Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer.
- (v) No sitting fees will be paid to the Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer for attending meeting of the Board of Directors or any committee thereof. Total remuneration of Mr. Bengani in any financial year shall not exceed 5% of the net profits of the Company during that year.
- (vi) In the event the Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer 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 Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer 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 Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer unless specifically provided otherwise.
- (ix) If and when this Agreement expires or is terminated for any reason whatsoever, Mr. Bengani will cease to be the Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer. If at any time, Mr. Bengani ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer and this Agreement shall forthwith terminate. If at any time, the Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer of the Company.
- (x) The terms and conditions of appointment of Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer 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.





## NOTICE OF ANNUAL GENERAL MEETING

Documents referred to in this Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at [companysecretary@kicmetaliks.com](mailto:companysecretary@kicmetaliks.com) from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Bengani, to whom the resolution relates, is concerned or interested financially or otherwise in the resolution set out at Item No. 3 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 appointment and terms of remuneration of Mr. Bengani as Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer as set out above.

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

### ITEM NO. 4

Mr. Kanhaiyalal Didwania (Mr. Didwania) is a Finance graduate with experience of more than a decade in the field of the logistic, legal and statutory matters.

The Board, upon the recommendation of the Nomination and Remuneration Committee of the Board, at its meeting held on August 25, 2020, appointed Mr. Didwania as an Additional (Non-Executive and Non Independent) Director of the Company, effective August 25, 2020. Pursuant to the provisions of Section 161 of the Act, Mr. Didwania will hold office upto the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company and liable to retire by rotation. The Company has, in terms of Section 160 of the Act, received in writing, a notice from a member along with a requisite deposit of ₹ 1,00,000/- proposing the candidature of Mr. Didwania for the office of Director. The Company has received from Mr. Didwania (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 he is not disqualified under Section 164(2) of the Act; and (iii) a 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 SEBI or any other such authority.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives excepted Mr. Didwania is concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

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

### ITEM NO. 5

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 2020-21 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. 5 of the Notice.

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

### Registered Office:

“Sir RNM House”,  
3B, Lal Bazar Street,  
4<sup>th</sup> Floor, Room No. 2,  
Kolkata – 700 001  
West Bengal, India  
**Dated** : August 25, 2020

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

**Ruchika Fogla**  
Company Secretary  
Membership No. : A23339

## NOTICE OF ANNUAL GENERAL MEETING

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN THE 33<sup>RD</sup> ANNUAL GENERAL MEETING

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

Name of Director(s)	Mr. Radhey Shyam Jalan	Mr. Mukesh Bengani	Mr. Kanhaiyalal Didwania
Date of Birth	23.06.1980	2.12.1979	14.05.1975
Qualifications	B. Com (Honours), Chartered Accountant	B. Com (Honours), Chartered Accountant	B. Com (Honours)
Date of Appointment	16.01.2009	25.08.2020	25.08.2020
Expertise in specific functional areas	Management, Finance and Business administration	Finance, Accounts, Taxation, Costing, Regulatory Compliance, Strategic Planning, Experience in Manufacturing Sector accounting.	logistic, legal and statutory matters
List of other Public Companies in which Directorship held (excluding in Foreign Companies)	None	None	None
Chairman/Members of the Committees of the Board of Directors of other Companies in which he is a Director (excluding in Foreign Companies)	None	None	None
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company	K I C Metaliks Limited Karni Syntex Private Limited	Nil	Nil
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Attendance at Board meetings in financial year 2019-20	Mr. Jalan attended all Board Meetings in financial year 2019-20	Mr. Bengani attended all Board Meetings in financial year 2019-20 in capacity of Chief Financial Officer	NA