

**ALPANA AGRAWAL**  
COMPANY SECRETARY IN PRACTICE

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FORM NO. MGT-13

**REPORT OF SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014] as amended by the Companies (Management and Administration) Amendment Rules, 2015

September 27, 2018

To  
**The Chairman** of the 31<sup>st</sup> Annual General Meeting (AGM) of the shareholders of **K I C Metaliks Limited** (CIN : L01409WB1986PLC041169) having registered office at "Sir RNM House", 3B, Lal Bazar Street, 4<sup>th</sup> Floor, Room No. 2, Kolkata -700 001 held on Wednesday, 26<sup>th</sup> September, 2018 at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017, West Bengal, India at 10:00 a.m.

Dear Sir,

I, Alpana Agrawal, Company Secretary in Practice (ACS - 36445/CP - 13504), have been appointed by the Board of Directors of **K I C Metaliks Limited** (The Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and by use of Ballot in a fair and transparent manner and ascertaining the requisite majority of voting, carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014] as amended by the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions contained in the Notice of the AGM of the shareholders of the Company (hereinafter referred to as "Resolutions"), to be held on Wednesday, 26<sup>th</sup> September, 2018 at 10.00 a.m. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017, West Bengal, India.

The Notice dated 27<sup>th</sup> July, 2018 convening the AGM of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the "Resolutions" to be passed at the said AGM of the Company to be held on 26<sup>th</sup> September, 2018.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and through Poll at the meeting on the "Resolutions" contained in the Notice to the shareholders of the Company. My responsibility as a scrutinizer for the e-voting process and voting by use of Ballot at the meeting is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid votes", based on the reports generated from the e-voting system provided by National Securities Depository Ltd., the authorized agency to provide e-voting facilities, engaged by the Company.





I submit my Report as under:

1. The Company provided e-voting facility offered by NSDL to its shareholders. At the AGM, the Company provided voting facility through poll to the shareholders who did not cast their vote through e-voting.
2. The e-voting period remained open from 9:00 A.M. (IST) on 22<sup>nd</sup> September, 2018 to 5:00 P.M. (IST) on 25<sup>th</sup> September, 2018.
3. The shareholders holding shares as on the "cut off" date, i.e. 19<sup>th</sup> September, 2018 were entitled to vote on the proposed 9 (Nine) resolution as mentioned in the Notice dated 27<sup>th</sup> July 2018 of the AGM of the Company.
4. The shareholders and/or their proxy at the meeting exercised their voting rights at the poll conducted at the venue stated above.
5. After conclusion of voting at the AGM the votes casted were counted first. The votes casted through e-voting were unblocked on Wednesday, 26<sup>th</sup> September, 2018 at around 01.12 P.M. IST in the presence of two witnesses, namely, Ms. Sweta Nopani and Ms. Sneha Pandey who are not in employment of the Company.
6. Thereafter the details containing *inter alia*, list of Equity Shareholders, who voted "for" and "against" and "invalid" on each resolutions that were put to vote, were downloaded from the e-voting website of National Securities Depository Ltd i.e. <https://evoting.nsdl.com> and based on such reports generated from NSDL as well as the ballot forms received at the poll conducted at the Meeting, the result of the voting is annexed.
7. 4809693 votes (voters' count- 5) were received through e-voting and all were found valid. 16 Votes (voters' count-14) have been received at the poll conducted at the meeting, out of which Nil votes are found invalid.

I, now submit my consolidated report as under on the result of e-voting and poll conducted at the meeting.

- a) **Item No. 1** as an Ordinary Resolution: Receive, Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2018 including the Report of the Board of Directors' and Auditors' thereon.

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0





- b) **Item No. 2** as an Ordinary Resolution : 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

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0

- c) **Item No. 3** as an Ordinary Resolution : To ratify the appointment of M/s. B. N. Agrawal & Co., Chartered Accountants, Statutory Auditors of the Company, and to fix their remuneration .

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0

- d) **Item No. 4** as an Special Resolution: Appointment of Mrs. Manjula Poddar as the new Women Director of the Company.

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0





- e) **Item No. 5** as an Ordinary Resolution : Revision in Remuneration of Mr. Radhey Shyam Jalan Managing Director of the Company.

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0

- f) **Item No. 6** Ratification of the remuneration of the Cost Auditors of the Company for the financial year 2018-19

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0

- g) **Item No. 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.

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0





h) **Item No. 8** Alteration of the Capital Clause of the Memorandum of Association of the Company

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0

i) **Item No. 9** Alteration/Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.

	1. NUMBER OF VOTES CAST THROUGH E-VOTING	2. NUMBER OF VOTES CAST THROUGH POLL AT THE MEETING	TOTAL (1)+(2)=3	% OF TOTAL NUMBER OF VALID VOTES CAST
1. VOTED IN FAVOUR OF THE RESOLUTION	4809693	16	4809709	100
2. VOTED AGAINST THE RESOLUTION	0	0	0	0
TOTAL	<b>4809693</b>	<b>16</b>	4809709	100
3. INVALID VOTES	0	0	0	0

Based on the aforesaid results, the resolutions no(s) 1 to 9, as contained in the Notice have been passed with the requisite majority.

The physical ballot forms, remote e-voting register and other related papers /registers and records is under my safe custody and will be handed over to the company for preserving safely after the minutes of the Meeting are signed.

Thanking You,  
Yours truly

*Alpana Agarwal*

CS Alpana Agarwal  
Practicing Company Secretary  
ACS - 36445/CP - 13504



Place: Howrah  
Date: 27<sup>th</sup> September, 2018



K I C METALIKS LIMITED  
ANNUAL GENERAL MEETING HELD ON 26TH SEPTEMBER, 2018

SCRUTINIZERS' REPORT (ANNEXURE)

Resolution No. as per notice of AGM	Resolution Description	Mode of voting	No. of Folios casting the votes	Total no. of votes casted	Total no. of votes casted in Favour		Total no. of votes casted Against		Results
					Votes	% of total votes casted	Votes	% of total votes casted	
1	Consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2018 including the Report of the Board of Directors and Auditors thereon.(Ordinary Resolution)	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority
2	To reappoint Mr. Radhey Shyam Jalan(DIN: 00578800) who retire by rotation	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority
3	To ratify the appointment of M/s. B. N. Agrawal & Co., Chartered Accountants, Statutory Auditors of the Company, and to fix their remuneration	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority
4	To approve appointment of Mrs. Manjula Poddar as the new Women Director of the Company.	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority
5	To Revise the Remuneration of Mr. Radhey Shyam Jalan Managing Director of the Company.	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority
6	To ratify the remuneration payable to the Cost Auditors of the Company for the Financial year 2018-19.	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority
7	To approve 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	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority
8	To approve alteration of the Capital Clause of the Memorandum of Association of the Company	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority
9	To approve Alteration/Adoption of new set of Articles of Association of the Company as per Companies Act, 2013	E-Voting Poll	5 14	4809693 16	4809693 16	100 100	0 0	0 0	Carried by Majority

\* NOTE: During the voting through Poll at the meeting, we received 14(forteen) polling papers,out of which none were found to be invalid.

