

Notice

K I C METALIKS LIMITED

(CIN : L01409WB1986PLC041169)

Regd Office : Om Tower, 32, J. L. Nehru Road ,
3rd Floor, Room No 304, Kolkata -700 071 West Bengal, India

Ph : + 91-33-3517-3005

E-mail : info@kicmetaliks.com; **Website :** www.kicmetaliks.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **38th ANNUAL GENERAL MEETING** of the Members of **K I C METALIKS LIMITED** will be held on Friday, August 22, 2025 at 10:30 a.m.(IST) through Video Conferencing "/> Other Audio Visual Means '**OAVM**' to transact the following business:

AS ORDINARY BUSINESS :

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Board of Directors' and Auditors' thereon.**
- To appoint a Director in place of Mr. Kanhaiyalal Didwania (DIN: 07746160) who retires by rotation and being eligible offers himself for re-appointment.**
- To approve re-appointment of Mr. Kanhaiyalal Didwania (DIN : 07746160) as a Non-Executive Non-Independent 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, the consent of the Members be and is hereby accorded to re-appointment of **Mr. Kanhaiyalal Didwania (DIN : 07746160)**, as Non- Executive Non-Independent Director of the Company for a term of 5 (five) years, w.e.f. August 25th,2025 to August 24, 2030."

"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."

- To re-appoint the Statutory Auditors of the Company and fix their remuneration for a second term of 3 (Three) 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Agrawal Maheswari & Co., Chartered Accountants (Firm Registration No. 314030E), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of 3 (Three) years to hold office from the conclusion of this 38th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company, at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company 'Board' and the Auditors."

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

AS SPECIAL BUSINESS :

- To approve re-appointment of Mr. Radhey Shyam Jalan (DIN: 00578800), as a Whole-time Director designated as Chairman and Managing Director of the Company :**

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

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“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 (the “Act”), the Rules made thereunder, 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, 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 re-appointment of Mr. Radhey Shyam Jalan ‘Mr. Jalan’, as a Whole-time Director of the Company, designated as Chairman and Managing Director (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 3 (three) consecutive years commencing from November 04, 2025 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. Jalan 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 re-appointment including remuneration within the overall limits of Section 197 of the Act, as may be mutually agreed between the Board and Mr. Jalan from time to time.”

“RESOLVED FURTHER THAT Mr. Jalan shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his remuneration during his tenure as a Chairman and Managing Director of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary such as statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above Resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions for and on behalf of the Company in that regard.”

6. To approve re-appointment of Mr. Mukesh Bengani (DIN No. 08892916) as a Whole-time Director designated as Director (Finance) and Chief Financial Officer of the Company :

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special 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 (the “Act”), the Rules made thereunder, 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, 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 re-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 3 (three) consecutive years commencing from August 25, 2025 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 re-appointment including remuneration within the overall limits of Section 197 of the Act, as may be mutually agreed between the Board and Mr. Bengani from time to time.”

“RESOLVED FURTHER THAT Mr. Bengani shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his remuneration during his tenure as a Director(Finance) & Chief Financial Officer of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary such as statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above Resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions for and on

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behalf of the Company in that regard.”

7. Ratification of the remuneration of the Cost Auditors (Firm Registration No. 101919) of the Company for the F.Y. 2025-26 :

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 Rs.40,000/- 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 as Cost Auditors of the Company to audit the cost records for the F.Y. 2025-26.”

“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.”

8. To approve appointment of M/s. B G Lahoti & Associates, Company Secretary in Practice, as Secretarial Auditors of the Company for period of 5 consecutive years :

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder and Regulation 24A of SEBI (Listing Regulations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the recommendation of Board of Directors, the consent of the Members be and is hereby accorded to appoint M/s. B G Lahoti & Associates, Company Secretary in Practice as the Secretarial Auditors of the Company for period of 5 consecutive years effective from April 01, 2025 to March 31, 2030 on such terms and conditions as may be decided by the Board of Directors of the Company at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company ‘Board’ and the Auditors.”

“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:

Om Tower, 32, J.L. Nehru Road,
3rd Floor, Room No. 304,
Kolkata – 700 071
West Bengal, India
Place : Kolkata
Dated : The 21st day of May, 2025

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

Ruchika Fogla
Company Secretary
(Membership No. A23339)

IMPORTANT NOTES :

- Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing (‘VC’) or through Other Audio-Visual Means (‘OAVM’), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing (‘VC’) or through Other Audio-Visual Means (‘OAVM’), on **Friday, August 22, 2025, at 10:30 A.M. (IST)**. The deemed venue for the AGM will be the Registered Office of the Company situated at Om Tower, 32, J. L. Nehru Road, 3rd Floor, Room No. 304, Kolkata 700 071, West Bengal, India.
- The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the meeting (i.e. 10.30 A.M. IST) by following the procedure mentioned herein after under the head “instructions for members for Attending AGM through VC/OAVM will be made available for 1000 on first come first serve basis. This does not include large Shareholders (i.e. holding 2 % or more shares), Promoters, Institutional Investors, Directors and Key Managerial Personnel of the Company, the Chairpersons of Audit Committee, Nomination

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and Remuneration Committee and Stakeholders Relationship Committee of the Company and Auditors, who are allowed to attend the AGM without restriction on account of first come first serve basis.

- Since this AGM is being held pursuant to the applicable Circulars (as mentioned in Note 1) 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 and the Route Map of the venue of the AGM are not annexed to this Notice.
- The facility of casting votes by the member using remote e-voting system as well as at AGM will be provided by NSDL. The detailed instructions for casting vote are mentioned hereinafter.

Members who wish to speak at AGM shall send their name and DP ID/ Folio No. at least 48 hours before the start of AGM i.e by Tuesday, **August 19, 2025** on following email id **companysecretary@kicmetaliks.com**.

- Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI etc.) are required to send a 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 e-mail to his/her registered e-mail address at **kic.scrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- The Register of members and Share Transfer Register of the Company will remain closed from **Saturday, August 16, 2025 to Friday, August 22, 2025 (both days inclusive)**.
- As per Regulation 40 of 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 of 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. D/42, Katju Nagar (Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata – 700 032** 'RTA', 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.
- We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, **M/s. S .K. Infosolutions Pvt. Ltd.** at **skcdilip@gmail.com**, to receive copies of the Integrated Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update bank account details for the receipt of dividend.

Type of holders	Process to be followed	Forms
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, M/s. S .K. Infosolutions Pvt. Ltd. either by email to skcdilip@gmail.com or by post to M/s. S .K. Infosolutions Pvt. Ltd., Unit: D/42, Katju Nagar (Near South City Mall), Ground Floor, Katju Nagar Bazar, Jadavpur, Kolkata – 700 032	-
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

- 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 Friday, August 15, 2025 from their registered e-mail address, mentioning their Name, DP ID and Client ID/Folio No. and mobile number on **companysecretary@kicmetaliks.com**. The queries will

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be replied by the Company suitably in the AGM.

10. **Electronic dissemination of the AGM Notice and Integrated Annual Report:** Electronic/digital copy of the Integrated Annual Report for F.Y.25 and Notice convening the 38th AGM are being sent to all Members whose e-mail Id. are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail Id. may get the same registered by following the instructions mentioned above. For Members who have not registered their e-mail address, a letter containing exact web-link of the **website i.e. https://www.kicmetaliks.com/wp-content/uploads/2025/07/Annual-Report_2025.pdf**, where details pertaining to the entire Integrated Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Integrated Annual Report for F.Y. 25 to the Members, upon request. Members may note that the Notice of 38th AGM and Annual Report for F.Y. 2024-25 will also be available on the Company's website www.kicmetaliks.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.
11. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under **Item Nos. 5, 6, 7 and 8** above is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under **Item Nos. 3, 5 and 6** pursuant to Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are also annexed.

13. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS 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) the Secretarial Standards on General Meetings (SS-2) issued by the ICSI and Regulation 44 of Listing Regulations (as amended), and 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Friday, August 15, 2025** 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. **Friday, August 15, 2025** may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.
- iii. The remote e-voting period commences on **Tuesday, August 19, 2025 at 9.00 a.m.** (IST) and ends on **Thursday, August 21, 2025 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. **Friday, August 15, 2025**.
- 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 shall be disabled by NSDL for voting, 15 minutes after the conclusion of the Meeting on the day of the AGM.

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B. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE GIVEN BELOW :

- 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. **134675** 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 iPads 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, DPID and Client ID/Folio number, PAN, mobile number at least 48 hours before the start of AGM i.e by **Tuesday, August 19, 2025** on following email id companysecretary@kicmetaliks.com. 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 to access and participate in the meeting may contact **NSDL on 022 4886 7000** or send a request to **Ms, Pallavi Mhatre**, Senior Manager at evoting@nsdl.com.

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

Step 1: Access to NSDL e-Voting system

1. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in Demat mode are allowed to vote through their Demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their Demat accounts in order to access the e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Individual Shareholders holding securities in Demat mode with NSDL	3.. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on :    
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

2. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE

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

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

- 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.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Members' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.

- 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
b) For Members who hold shares in Demat account with CDSL.	For example, if your DP ID is IN300*** and client ID is 12***** then your User ID is IN300***12*****
c) For Members holding shares in Physical Form	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12***** EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 120921 and folio number is 001*** then User ID is 116851001***

- Password details for shareholders other than Individual shareholders are given below :
 - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - 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.

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(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. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail sent 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 your beneficiary 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
 - b. Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on 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 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.
 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 EVEN of all the Companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period and during AGM. For joining virtual meeting, you need to click on VC/OAVM Link placed under "Join General Meeting",
3. Now you are ready for e-voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@kicmetaliks.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary@kicmetaliks.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 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 User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
2. 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 Shareholders and e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call 022 4886 7000 or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Other Instructions:

- i. The Board of Directors has appointed **Mr. B.G. Lahoti (Membership No. F11924)** Company Secretary in Practice, 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 countersign the same.
- iii. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company **www.kicmetaliks.com** and on the website of NSDL **www.evoting.nsdl.com** immediately after the 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 Special Business mentioned in the accompanying Notice:

ITEM NO. 5

Mr. Radhey Shyam Jalan 'Mr. Jalan' was appointed as the Chairman and Managing Director 'CMD' of the Company for a period of three years effective from November 4, 2022 till November 4, 2025, and the said appointment was approved by the Members at their 35th Annual General Meeting held on September 23, 2022.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on May 21, 2025, re-appointed Mr. Jalan as the CMD of the Company, liable to retire by rotation, for a further period of three years effective November 4, 2025 to November 3, 2028, subject to approval of the Members.

The Board, while re-appointing Mr. Jalan as the 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 45 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 organizational 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.

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

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

A. Period :

For a period of 3 years i.e. from November 4, 2025 to November 3, 2028.

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 :

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, in case of no profits or inadequate profits during the tenure of appointment of managerial personnel, remuneration shall be paid as per the applicable slab prescribed based on the 'Effective Capital' of the Company. Provided, remuneration in excess of the permissible slab may be paid, if the Members pass a Special Resolution for payment of Remuneration for a period not exceeding 3 years.

As recommended by the NRC and approved by the Board, at their respective meeting(s) held on May 21, 2025, it is proposed to approve the minimum remuneration of Mr. Radhey Shyam Jalan, as a Wholtime Director, in case of no profits or inadequate profits for/during his tenure, more particularly as detailed below:

Particulars of Remuneration	Proposed Remuneration (effective from November 4, 2025) (per month) (Amount in ₹)
Basic salary	8,00,000

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H.R.A	2,00,000
Total	10,00,000

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.

Total remuneration of Mr. Jalan in any financial year shall not exceed 5% of the net profits of the Company during that year.

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) 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.

(vi) 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.

(vii) 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.

(viii) 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.

(ix) The terms and conditions of re-appointment of CMD also include clauses pertaining to adherence to the K I C

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Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality.

Necessary documents relating to his appointment, as referred to in accompanying Notice, shall be made available for inspection by any Member, at the Registered Office of the Company on any working day (except Saturday, Sunday and Public holidays), between **11:00 a.m. to 1:00 p.m.** upto and including the date of AGM and also be made available through online mode during the AGM. Members desirous of inspecting the same may send their request through e-mail at **companysecretary@kicmetaliks.com**, mentioning their names and folio numbers / demat account numbers (DP Id & Client Id).

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. Further, the payment of Remuneration to Mr. Jalan has been approved by the NRC and the Board at their respective Meetings.

The statement containing additional information and disclosures as required under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act have been provided in **Annexure - 1** of the accompanying Notice.

The necessary disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), with respect to fixation of Director's remuneration at this AGM, have been provided in **Annexure - 2** of the accompanying 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. 5** of the Notice.

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

ITEM NO. 6

In compliance with the provisions of the Companies Act, 2013 (as amended) (the "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 subject to approval of the Members of the Company, has re-appointed Mr. Mukesh Bengani (Mr. Bengani) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (three) consecutive years commencing from August 25, 2025 upto August 24, 2028 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 48 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 re-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 3 (three) years i.e. from August 25, 2025 to August 24, 2028.

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

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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 :

Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, in case of no profits or inadequate profits during the tenure of appointment of managerial personnel, remuneration shall be paid as per the applicable slab prescribed based on the 'Effective Capital' of the Company. Provided, remuneration in excess of the permissible slab may be paid, if the Members pass a Special Resolution for payment of Remuneration for a period not exceeding 3 years.

As recommended by the NRC and approved by the Board, at their respective meeting(s) held on May 21, 2025, it is proposed to approve the minimum remuneration of Mr. Mukesh Bengani, as a Wholetime Director, in case of no profits or inadequate profits for/during his tenure, more particularly as detailed below:

Particulars of Remuneration	Proposed Remuneration (effective from August 25, 2025) (per month) (Amount in ₹)
Basic salary	75,325
H.R.A	37,663
Transport allowance	48,670
Other allowance	6,277
Bonus	15,065
Total	1,83,000

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

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.

Total remuneration of Mr. Bengani in any financial year shall not exceed 5% of the net profits of the Company during that year.

E. Other Terms of Appointment :

- 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.
- The terms and conditions of the re-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.
- The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party (3) three months' notice of such termination or the Company paying (3) 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.
- 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 :
 - 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

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- 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) 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 able 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.

Necessary documents relating to his appointment, as referred to in accompanying Notice, shall be made available for inspection by any Member, at the Registered Office of the Company on any working day (except Saturday, Sunday and Public holidays), **between 11:00 a.m. to 1:00 p.m.** upto and including the date of AGM and also be made available through online mode during the AGM. Members desirous of inspecting the same may send their request through e-mail at **companysecretary@kicmetaliks.com**, mentioning their names and folio numbers / demat account numbers (DP Id & Client Id).

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. Further, the payment of Remuneration to Mr. Bengani has been approved by the NRC and the Board at their respective Meetings.

The statement containing additional information and disclosures as required under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act have been provided in **Annexure - 1** of the accompanying Notice.

The necessary disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), with respect to fixation of Director's remuneration at this AGM, have been provided in **Annexure - 2** of the accompanying Notice.

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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. 6** of the Notice.

The Board recommends the resolution set forth in **Item No. 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 2025-26 at a remuneration of ₹ 40,000/-, excluding applicable taxes and out-of-pocket expenses, if any.

M/s. Patangi & Co. is headed by Mr. Sharad Patangi who is a seasoned Cost Auditor with over 20 years of comprehensive experience in cost auditing, cost control systems, and statutory compliance across manufacturing, service, and public sector industries. Proven expertise in conducting cost audits in accordance with regulatory frameworks (such as Companies Act provisions), identifying inefficiencies, and recommending cost optimization strategies. He is recognized for strong analytical skills, meticulous attention to detail, and a thorough understanding of cost accounting standards and practices.

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 is concerned or interested, financially or otherwise in the resolution as 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.

ITEM NO. 8

Your Board of Directors in compliance with SEBI Notification dated 12th December, 2024, has approved the appointment of M/s. B G Lahoti & Associates, Company Secretary in Practice, as Secretarial Auditors of the Company to conduct Secretarial Audit of the Company for 5 consecutive years effective from April 01, 2025 M/s. B G Lahoti & Associates has given their consent to act as the Secretarial Auditors of the Company.

M/s. B G Lahoti & Associates is headed by Mr. B.G. Lahoti, a Fellow Member of The Institute of Company Secretaries of India holding Membership No. FCS : 11924 and CP No. 14749. A seasoned and result-oriented Secretarial Auditor with over 10 years of professional experience in corporate secretarial practices, regulatory compliance, and taxation matters. Adept at navigating the complex landscape of Companies Act, SEBI regulations, FEMA, RBI guidelines, and other allied laws, with a proven track record of ensuring corporate governance and statutory compliance across various industry sectors.

Possesses hands-on experience in conducting Secretarial Audits, managing Board and Shareholder meetings, maintaining statutory registers, and handling corporate filings with MCA, SEBI, and other regulators. Skilled in drafting legal documents, vetting agreements, and advising on company law matters, income tax planning, and GST compliance.

Over the years, M/s. B G Lahoti & Associates has built a diverse client base and has served over 100 Corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

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 as set out at **Item No. 8** of the Notice.

The Board recommends the resolution set forth in **Item No. 8** of the Notice for the approval of the members.

Registered Office:

Om Tower, 32, J.L. Nehru Road,
3rd Floor, Room No. 304,
Kolkata – 700 071
West Bengal, India
Place : Kolkata
Dated : The 21st day of May, 2025

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

Ruchika Fogla
Company Secretary
(Membership No. A23339)

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Annexure - 1 to the Notice

Statement containing Additional Information and Disclosures as per Sub-Clause (iv) of the Second Proviso to Clause (B) of Section II of Part- II of Schedule V to the Companies Act, 2013 ("the Act")

I. General Information :

(i) Nature of Industry :

The Company is mainly engaged in manufacturing of pig iron and allied products of Iron and Steel.

(ii) Commencement of commercial production:

The Certificate of Commencement of Business, was issued to the Company in the year 1988 under the Companies Act, 1956.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(iv) Financial performance based on given indicators :

₹ in lakhs

Particulars	Unaudited	Audited
	December 31, 2024	March 31, 2025
Revenue	12,504.25	17,904.28
Other income	18.35	78.92
Total income	12,522.60	17,983.20
Total Expense	13,159.76	18,602.13
Profit before Finance Cost and tax	-381.31	-390.10
Finance Cost	255.85	228.83
Profit / (Loss) before Tax	-637.16	-618.93
Tax Expense	-366.96	-179.11
Profit / (loss)for the year / period	-270.20	-439.82

(v) Foreign investments or collaborations:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

II. Information about the Directors:

Mr. Radhey Shyam Jalan, Whole-time Director designated as Chairman and Managing Director of the Company:

(i) Background details:

Mr. Radhey Shyam Jalan is a Chartered Accountant and has graduated with B. Com (Honours) and is aged about 45 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 organizational 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

(ii) Past Remuneration:

Total remuneration of Mr. Radhey Shyam Jalan in the Financial Year 2024-25 amounted to ₹ 120 lakhs

(iii) Recognition or Awards: None

(iv) Job Profile and his suitability:

Mr. Radhey Shyam Jalan 'Mr. Jalan' was appointed as the Director of the Company w.e.f 16.01.2009 and Chairman and Managing Director 'CMD' of the Company with effect from January 30, 2010 and entrusted with the overall responsibility of the Company. Mr. Jalan has rich experience in Steel Products and Minerals. Mr. Jalan's experience across functions, general management, including sales and marketing provides the Company with well-rounded leadership and thus, the NRC and the Board Members have considered Mr. Jalan suitable for the said position.

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(v) Remuneration proposed:

The remuneration proposed to be paid to Mr. Radhey Shyam Jalan is mentioned hereinabove under Item Nos. 5 of the Explanatory Statement annexed to the Notice.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Remuneration of Mr. Radhey Shyam Jalan has been subjected to peer level benchmarks with the help of survey conducted by the Company. The proposed remuneration is commensurate with the prevailing level for position of Business Leaders.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:

Except for drawing remuneration in his professional capacity, Mr. Radhey Shyam Jalan has no pecuniary relationship with the Company or with the Managerial Personnel or other Director.

Mr. Mukesh Bengani, Director (Finance) and Chief Financial Officer:

(i) Background details:

Mr. Bengani is a Chartered Accountant and has graduated with B.Com (Honours) and is aged about 48 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.

(ii) Past Remuneration:

Total remuneration of Mr. Mukesh Bengani in the Financial Year 2024-25 amounted to ₹ 22.17 lakhs.

(iii) Recognition or Awards: Not Applicable

(iv) Job Profile and his suitability:

Mr. Mukesh Bengani, Director (finance) and Chief Financial Officer of the Company, was entrusted with the overall responsibility of the Finance function of the Company. Mr. Bengani had rich experience in the area of Metals and Minerals. Further, his experience in setting up, restructuring and driving profitability of operations provides a strong leverage to the current strategic and operational challenges of the Company. Mr. Bengani's experience across functions, including sales and marketing, general management, quality management provides the Company with well-rounded leadership and thus, the Board and the Members have considered Mr. Bengani suitable for this position.

(v) Remuneration proposed:

The remuneration proposed paid / payable to Mr. Mukesh Bengani is mentioned hereinabove under Item No. 6 of the Explanatory Statement annexed to the Notice.

(vi) Comparative remuneration profiles with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Remuneration of Mr. Mukesh Bengani has been subjected to peer level benchmarks with the help of survey conducted by the Company. The proposed remuneration is commensurate with the prevailing level for position of the Business Leaders.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:

Except for drawing remuneration in his professional capacity, Mr. Mukesh Bengani had no pecuniary relationship with the Company or with the Managerial Personnel or other Director.

III. Other information:

(i) Reasons of loss or inadequate profits:

With steel prices decreasing in Q3, raw material cost rising and shut down of MBF at Durgapur plant from 06th February, 2025 to 19th April, 2025 for rectification work on the MBF and its accessories, both production and sales of hot metal dropped and the profit margin (spreads) in H2 faced pressure. Even improved debt servicing was subdued by the

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shrinking EBITDA and the Company posted a net loss of ₹ 609.36 lakhs in FY 2024-25 compared to a net profit of ₹ 228.48 lakhs in the previous year.

(ii) Steps taken or proposed to be taken for improvement:

The Company has taken/ initiated various cost-optimisation measures including curbing discretionary expenses, simplification of non-operational entities and digitalization drive across the organisation to enhance productivity, optimization of finance cost with the bankers, improved terms & conditions with the vendors, etc. apart from various strategies to improve the financial performance of the Company, as indicated in point no. (iii) below.

(iii) Expected increase in productivity and profits in measurable terms :

The Company has taken several key measures that have laid the foundations for an improvement in future:

Despite operational headwinds K I C Metaliks remained steadfast to prioritising operational excellence, cost rationalization and culture of resilience. The company's teams adapted quickly ensuring business continuity and safety while navigating a challenging external environment. The shutdown of the MBF though a setback was managed with agility at the Company took to the opportunity to undertake essential upgrades in maintenance, positioning itself for a stronger recovery.

IV. Disclosures: Not applicable

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Annexure – 2 to the Notice

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the Annual General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)

Name of Director(s)	Mr.Radhey Shyam Jalan	Mr.Mukesh Bengani	Mr. Kanhaiyalal Didwania
Date of Birth	23.06.1980	2.12.1977	14.05.1975
Qualifications	B. Com (Honours), Chartered Accountant	B. Com (Honours), Chartered Accountant	B. Com (Honours)
Date of Re-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.	Raw Material procurement, logistic, legal and statutory matters
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	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 - Equity Shares 5,13,475 (1.44 %)	Nil	K I C Metaliks Limited - Equity Shares 25,000 (0.07 %)
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	Nil	Nil	Nil
Attendance at Board meetings in financial year 2024-25	Mr. Jalan attended all Board Meetings in financial year 2024-25	Mr. Bengani attended all Board Meetings in financial year 2024-25	Mr. Didwania attended all Board Meetings in financial year 2024-25 except the meeting held on February 11, 2025