where vision takes shape...

# K I C METALIKS LIMITED

Om Tower ,32, J.L.Nehru Road,
3rd Floor, Room No. 304, Russel Street
Kolkata – 700 071, West Bengal
Phone : +91-33-3517 3005

Dated: August 3, 2026

To,
The Assistant Manager
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

**Sub : Notice of 39th Annual General Meeting to be held on Tuesday, August 25, 2026**
**Ref. : Scrip Code - 513693; Name: K I C Metaliks Limited**

Dear Sir/Madam,

We would like to inform you that the 39th Annual General Meeting ("AGM") of the Company will be held on Tuesday, August 25, 2026 at 11:30 A.M. (IST) through ("VC") / Other Audio-Visual Means ("OAVM"). We are submitting herewith the Notice of the 39th Annual General Meeting which is also being sent along with the Integrated Annual Report of the Company for the Financial Year 2025-26.

This is for your information and record.

Thanking you

Yours faithfully,

RUCHIKA FOGLA
Digitally signed by RUCHIKA FOGLA
Date: 2026.08.03 22:57:16 +05'30'

For, KIC METALIKS LTD.

Company Secretary

# 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; 33-3507-2679
**E-mail :** info@kicmetaliks.com; **Website :** www.kicmetaliks.com

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **39th ANNUAL GENERAL MEETING** of the Members of **K I C METALIKS LIMITED** will be held on Tuesday, August 25, 2026 at 11:30 a.m.(IST) through Video Conferencing / Other Audio Visual Means **'OAVM'** to transact the following business:

### AS ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Board of Directors' and Auditors' thereon.**

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

   **"RESOLVED THAT** the Audited Financial Statements of the Company including the Audited Balance Sheet and Statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the financial year ended March 31, 2026 along with notes thereon, and the Auditors Report and Report of the Board of Directors thereon along with all annexures, be and is hereby received, considered and adopted."

   **"RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution."

2. **To appoint a Director in place of Mr. Mukesh Bengani (DIN: 08892916) who retires by rotation and being eligible offers himself for re-appointment.**

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

   "**RESOLVED THAT** Mr. Mukesh Bengani (DIN: 08892916) who retires by rotation at this Annual General Meeting pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company."

   The profile of Mr. Bengani is enclosed as **Annexure-C.**

### AS SPECIAL BUSINESS:

3. **Re-appointment of Mrs. Ishita Bose (DIN : 01088890) as an Independent Director for the second term of 5 years.**

   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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 'Listing Regulations' and the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Ishita Bose, (DIN: 01088890), who has submitted a declaration that she meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the Listing Regulations', be and is hereby re-appointed as an Independent Director of the Company (whose directorship is not liable to retirement by rotation), to hold office for a second term of five consecutive years, with effect from **August 6, 2026 to August 5, 2031** in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director."

# Notice

**"RESOLVED FURTHER THAT** the Board of Directors / Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.**"**

**"RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to issue a certified true copy of the aforesaid resolution wherever necessary.**"**

**4. Revision in Remuneration of Mr. Mukesh Bengani, (DIN : 08892916) Executive Director (Finance) and Chief Financial officer of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part II and Section II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, and subject to the approval of the shareholders of the Company, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Mukesh Bengani (DIN: 08892916), Executive Director (Finance) and Chief Financial Officer of the Company, with effect from April 1,2026.

'Mr. Bengani', on the terms and conditions including remuneration as mentioned below :

**Salary and Perquisites :**

| | | | | |
|---|---|---|---|---|
| a) | Basic Salary | : | ₹ 98,125 | per month |
| b) | H.R.A | : | ₹ 49,063 | per month |
| c) | Other allowance | : | ₹ 27,537 | per month |
| d) | Bonus | : | ₹19,625 | per month |
| | **Total** | **:** | ₹ 1,94,350 | per month |

e) Leave Travel Allowance will be as per the Company rules.

f) Gratuity will be as per the Company rules.

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

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.

No sitting fees will be paid to Mr. Bengani 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. The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

**"RESOLVED FURTHER THAT** 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 an Executive Director (Finance) and Chief Financial Officer of the Company."

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

**5. To approve the Material Related Party Transaction between the K I C Metaliks Limited and Bengal Energy Limited.**

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

**"RESOLVED THAT** pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('Listing Regulations'**), the applicable provisions of the Companies Act, 2013 **('Act')**, read with related rules, if any, as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter and/or execute and/or continue with the existing contract(s)/arrangement(s)/ transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with **Bengal Energy Limited** '**BEL'**, a related party under Section 2 (76) of the Companies Act, 2013 read with Regulation 2(1)(zc)(i) of Listing Regulations, on such terms and conditions as may be agreed between the Company and BEL, for sale, purchase, or supply of goods or material and other transactions for the purpose of business, on a continuous basis during **F.Y. 2026-27 (From 1st April, 2026 to 31st March, 2027),** subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company, such that the maximum value of the material related party transactions with BEL in aggregate does not exceed ₹ **500 crores (excluding all applicable taxes)** during the aforesaid period."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

**"RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

6. **Ratification of the remuneration of the Cost Auditors (Firm Registration No. 101919) of the Company for the F.Y. 2026-27.**

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 ₹ 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. 2026-27."

"**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
**Dated : The 26th day of May, 2026**
**Place : Kolkata**

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

**Ruchika Fogla**
Company Secretary
(Membership No. A23339)

# Notice

**IMPORTANT NOTES :**

1. In compliance with the circular issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 (hereinafter collectively referred to as "MCA Circulars"), applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and relevant circulars issued by Securities and Exchange Board of India ('SEBI') in this regard, latest being SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024("hereinafter collectively referred as SEBI Circulars"), the **39th Annual General Meeting** ("AGM") of the Company is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), on **Tuesday, August 25th, 2026** at a common venue. 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.

2. 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. 11.30 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 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.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE Company.**

   **SINCE THIS AGM IS BEING HELD PURSUANT TO THE FRAMEWORK PROVIDED IN THE MCA CIRCULARS READ WITH THE COMPANIES ACT, 2013 AND THE SEBI LISTING REGULATIONS, THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

   Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. 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 **Saturday, August 22, 2026** on following email id ***companysecretary@kicmetaliks.com***.

5. 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.**

6. The Register of members and Share Transfer Register of the Company will remain closed from **Wednesday, August 19, 2026 to Tuesday, August 25, 2026 (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.

7. 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 for F.Y. 2025-26 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,<br>**M/s. S .K. Infosolutions Pvt. Ltd.** either by email to ***skcdilip@gmail.com*** or by post to<br>**M/s. S .K. Infosolutions Pvt. Ltd.**,<br>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,<br>as per the process advised by your DP. | |

8. Members seeking any information regarding the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **Tuesday, August 18, 2026** 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 be replied by the Company suitably in the AGM.

9. **Electronic dissemination of the AGM Notice and Integrated Annual Report:** Electronic/digital copy of the Integrated Annual Report for F.Y. 2025-26 and Notice convening the 39th 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/2026/09/Integrated Annual-Report 2026.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 will provide hard copy of the Integrated Annual Report for F.Y. 2025-26 to the Members, upon request. Members may note that the Notice of 39th AGM and Annual Report for F.Y. 2025-26 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*.**

10. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under **Item Nos. 3, 4, 5 and 6** above is annexed hereto. The relevant details of the Director seeking re-appointment/ appointment under **Item No. 3** 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.

11. **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 SEBI 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 **Tuesday, August 18, 2026** 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, August 18, 2026** 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, August 22, 2026 at 9.00 a.m. (IST)** and ends on **Monday, August 24, 2026 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, August 18, 2026**.

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.

**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. 140627** 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 **Saturday, August 22, 2026** 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, DVP, NSDL 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 Share holders 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.<br>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 i.e. NSDL 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.<br>3. If your 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***<br>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 i.e. NSDL 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.<br>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.<br>Google Play App Store |

# Notice

| Type of shareholders | Login Method |
|---|---|
| **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.<br>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.<br>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.<br>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. |

**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?**

    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/Members' section.

    3. 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.

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<br>For example, if your DP ID is IN300*** and client ID is 12****** then your User ID is IN300***12****** |
| **b) For Members who hold shares in Demat account with CDSL.** | 16 Digit Beneficiary ID<br>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<br>For example, if EVEN is 120921 and folio number is 001*** then User ID is 116851001*** |

5. Password details for shareholders other than Individual shareholders 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. 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 and join General Meeting 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.

**General Guidelines for Shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kic.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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, DVP, NSDL at evoting@ nsdl.com.

**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.
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.

## Notice

**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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**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.

# Notice

**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. 3**

Mrs. Ishita Bose 'Mrs. Bose' (DIN: 01088890), was appointed as an Independent Director at the 34th Annual General Meeting (AGM) of the Company held on September 24, 2021, for a term of 5 years with effect from August 6, 2021 till August 5, 2026. The Nomination and Remuneration Committee ('NRC') at its meeting held on May 26, 2026 after taking into account the positive outcome of the performance evaluation of Mrs. Bose during her current term as Independent Director and considering the knowledge, profile, criteria of independence, expertise, vast and varied experience, matching to the requirements of the Company, recommended to the Board her re-appointment as an Independent Director for the second term of 5 consecutive years i.e. from August 6, 2026 till August 5, 2031.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ('the Act'), an Independent Director may hold office for two terms up to five consecutive years each. Further, as per section 149(10) of the Act, an Independent Director shall be eligible for re-appointment, for second term of up to 5 (five) consecutive years, on passing of a special resolution by members of the Company. Mrs. Bose fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations.

In terms of Section 160 and all other applicable provisions of the Act, your Company has received a notice in writing from a member signifying their intention to propose the candidature of Mrs. Bose for re-appointment as an Independent Director of the Company at the ensuing AGM.

The NRC and the Board are of the opinion that Mrs. Bose possesses relevant expertise and experience and is independent of management and duly fulfils the conditions specified in the Act and SEBI Listing Regulations for re-appointment as an Independent Director and her re-appointment as an Independent Director would be in the best interest of the Company.

In view of the above, the Board strongly believes that Mrs. Bose will bring immense value on account of her stature, professional competence and diversified experience, and accordingly, recommends her re-appointment, as an Independent Director for a term of 5 (five) years with effect from **August 6, 2026 till August 5, 2031**, not liable to retire by rotation.

The brief profile of Mrs. Bose is enclosed as **Annexure-C.**

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution as set out at **Item No. 3** of the Notice except Mrs. Bose.

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

**ITEM NO. 4**

Mr. Mukesh Bengani 'Mr. Bengani' (DIN: 08892916) is the Executive Director (Finance) and Chief Financial Officer of the Company. He has been associated with the Company for more than a decade and has played a pivotal role in strengthening the Company's finance function, treasury management, statutory compliances, budgeting, internal financial controls and overall financial discipline. His extensive experience in finance, accounting, taxation and corporate affairs has significantly contributed to the operational and financial management of the Company.

Based on the recommendation of the NRC and Audit Committee, the Board of Directors, at its meeting held on May 26, 2026, approved the revision in the remuneration of Mr. Bengani with effect from April 1, 2026, having regard to his qualifications, experience, responsibilities, increased scope of work, overall contribution to the Company and the prevailing industry remuneration practices, subject to the approval of the Members.

Pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year a Company has no profits or its profits are inadequate, remuneration to managerial personnel may be paid in accordance with the limits specified under Schedule V or in excess thereof with the approval of the Members by way of a Special Resolution.

As the Company has inadequate profits for the financial year ended March 31, 2026, the proposed revision in the remuneration of Mr. Bengani requires the approval of the Members by way of a Special Resolution in accordance with the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

The Board is of the opinion that, considering the significant responsibilities discharged by Mr. Bengani as Executive Director (Finance) and Chief Financial Officer, his leadership in managing the Company's financial affairs, statutory compliances, treasury and strategic financial functions, the proposed revision in remuneration is fair, reasonable, commensurate with his role and responsibilities and is in the best interests of the Company.

The details of the revised remuneration payable to Mr. Bengani are set out in the Resolution under **Item No. 4** of this Notice.

The information required pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 is enclosed as **Annexure-A** of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at **Item No. 4** of the Notice except Mr. Bengani.

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

**ITEM NO.5**

Regulation 23 of the SEBI Listing Regulations, inter alia, mandates prior approval of the Members by way of an Ordinary Resolution for all material related party transactions, even if such transactions are in the ordinary course of business and on an arm's length basis.

Pursuant to the Scheme of Arrangement sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order dated August 1, 2025, Bengal Energy Limited ("BEL") became a fellow subsidiary and related party of K I C Metaliks Limited ("Company"). The Members had, through Postal Ballot concluded on December 22, 2025, approved material related party transactions with BEL for the financial year 2025-26 for an aggregate amount not exceeding ₹**500 crores (excluding applicable taxes).**

BEL is engaged in the business of manufacturing LAM Coke, ferro alloys, iron ore pellets, iron ore sinter and pig iron. Considering the alignment in the business activities and geographical proximity of the facilities of the Company and BEL, the transactions between the entities provide operational synergies, supply chain efficiencies and optimisation of resources. Accordingly, the Company proposes to continue transactions with BEL for sale, purchase or supply of goods or materials and other business transactions during the financial year 2026-27 such as (i) selling of various materials and products to BEL, such as raw materials (sinter, coke, coal, fluxes etc) (ii) purchase of raw materials steel scrap, iron ore pellet etc. (iii) availing various auxiliary services for business purpose in areas where BEL has requisite expertise and infrastructure for an aggregate of ₹ **500 crores (excluding all applicable taxes)**. The proposed transactions shall be in the ordinary course of business and on an arm's length basis.

The Audit Committee, after reviewing the relevant details, has approved and recommended the proposed material related party transactions to the Board of Directors. The Board, based on the recommendation of the Audit Committee, has approved the proposal and recommends the Ordinary Resolution set out at **Item No. 5** of the Notice for approval of the Members.

The details of the proposed transactions with BEL, including the information required under the applicable SEBI circulars and Industry Standards on Related Party Transactions, are enclosed as **Annexure- B** of this notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at **Item No. 5** of the Notice except Mr. Radhey Shyam Jalan.

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

**ITEM NO. 6**

The Board, on the recommendation of the Audit Committee has approved the appointment of M/s. Patangi & Co., Cost Auditors to audit cost records of the Company for the financial year 2026-27 at a remuneration of ₹ 40,000/-, excluding applicable taxes and out-of-pocket expenses, if any.

M/s. Patangi & Co. 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. 6** of the Notice.

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

**Registered Office:**
Om Tower,
32, J.L.Nehru Road,
3rd Floor, Room No. 304,
Kolkata – 700 071
West Bengal, India
**Dated : The 26th day of May, 2026**
**Place : Kolkata**

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

**Ruchika Fogla**
Company Secretary
(Membership No. A23339)

## Annexure- A 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, 2025 | March 31, 2026 |
| Revenue | 20,143.93 | 24,702.82 |
| Other income | 17.04 | 72.02 |
| **Total income** | **20,160.97** | **24,774.84** |
| Total Expense | 20,057.95 | 24,549.14 |
| Profit before Finance Cost and tax | 343.68 | 458.03 |
| Finance Cost | 240.66 | 232.33 |
| **Profit / (Loss) before Tax** | **103.02** | **225.7** |
| Tax Expense | 34.05 | 82.22 |
| **Profit / (loss)for the year / period** | **68.97** | **143.48** |

*Note: The financial performance figures presented above are for the respective quarters only. The unaudited figures relate to the quarter ended December 31, 2025 (October 1, 2025 to December 31, 2025), and the audited figures relate to the quarter ended March 31, 2026 (January 1, 2026 to March 31, 2026).*

**(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. Mukesh Bengani, Executive 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 2025-26 amounted to ₹ 22.71 lakhs.

**(iii) Recognition or Awards: Not Applicable**

**(iv) Job Profile and his suitability**

Mr. Mukesh Bengani, Executive 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 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. Bengani is mentioned hereinabove under **Item No. 4** 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. 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. Bengani had no pecuniary relationship with the Company or with the Managerial Personnel or other Directors.

**III. Other information:**

**(i) Reasons of loss or inadequate profits:**

The Company reported an improvement in its operational and financial performance during the financial year ended March 31, 2026 and returned to profitability. However, the profits earned during the year are inadequate for the purposes of payment of managerial remuneration in accordance with the limits prescribed under Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013. Accordingly, the approval of the Members is being sought by way of a Special Resolution for payment of remuneration to the Executive Director (Finance) and Chief Financial Officer.

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

The Company continues to focus on improving operational efficiencies through enhanced capacity utilisation, prudent cost management, strengthening of operational processes, improvement in working capital management and implementation of ongoing projects, including raw material handling system enhancement, waste heat recovery initiatives and other waste-to-wealth projects aimed at improving productivity and reducing production costs.

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

The Company expects that the initiatives undertaken will further improve operational efficiencies, productivity and cost optimisation. With improved capacity utilisation and implementation of various operational improvement projects, the management expects sustained improvement in the Company's financial performance and profitability in the coming years.

**Annexure- B to the Notice**

**Details of the proposed transactions with BEL (being a related party of the Company), including the information pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT, are provided below:**

| Sl. No. | Particulars of Information | Information provided by the Management |
|---|---|---|
| **A.** | **Details of the related party and transactions with the related party** | |
| **A(1)** | **Basic details of the related party** | |
| **a.** | Name of the related party | Bengal Energy Limited |
| **b.** | Country of incorporation of the related party | India |
| **c.** | Nature of business of the related party | The Company has an Integrated manufacturing facility situated at Mouza Dauka, P.O Tentulmuri, P.S. Narayangarh, Dist-Midnapore West, West Bengal- 721 437 to manufacture LAM Coke, Ferro Alloy, Iron ore pellet, Iron ore sinter and Pig iron. |
| **A(2)** | **Relationship and ownership of the related party** | |
| | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | BEL (a public limited Company) a related party is a fellow subsidiary to the Company. The Company and the related party being the subsidiaries of Thermic Steel Company Private Limited 'Thermic' pursuant to the issue of shares by Karni Syntex Private Limited 'Karni' and BEL in accordance with the share exchange ratio for Scheme of Arrangement approved by the NCLT, Kolkata Bench on 1st August, 2025 between Brahma Exim Services Private Limited and Others with Thermic Steel Company Private Limited being the Transferee/Resulting Company. |
| | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | NA |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | NA |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).<br>***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.*<br>*While calculating indirect shareholding, shareholding held by relatives shall also be considered.* | Mr. Om Prakash Jalan, Director of BEL, holds 2.61% of the equity share capital of BEL. He is also the brother of Mr. Radhey Shyam Jalan, Managing Director of K I C. |
| **A(3)** | **Details of previous transactions with the related party** | |
| **a.** | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | **Sl. No.** / **Nature of Transactions** / **F.Y. 2025-26 (₹)**<br>1. / Sale of goods / 5,205.37 lakhs<br>2. / Purchase of Goods / 21,877.64 lakhs |
| **b.** | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Nil |

# Notice

<table>
<tr><td>c.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>a.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹ 500 Crores (excluding all applicable taxes)</td></tr>
<tr><td>b.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>c.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>63.86%</td></tr>
<tr><td>d.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>e.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. (as on 31.03.2025)</td><td>13.97%</td></tr>
<tr><td>f.</td><td>Financial performance of the related party for the immediately preceding financial years: (as on 31.03.2025)<br><br>Explanations:<br><br>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td><table>
<tr><th>Particulars</th><th>F.Y. 2024-25 (₹)</th></tr>
<tr><td>Turnover</td><td>3,57,815.45 lakhs</td></tr>
<tr><td>Profit After Tax</td><td>17,778.61 lakhs</td></tr>
<tr><td>Networth</td><td>1,33,532.20 lakhs</td></tr>
</table></td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>a.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>The transaction with BEL involves Purchase & sale of raw material such as coal, coke, sinter etc, steel scrap and other goods availing of various auxiliary services.</td></tr>
<tr><td>b.</td><td>Details of each type of the proposed transaction</td><td><table>
<tr><th>Particulars</th><th>Amount</th></tr>
<tr><td>Sale & purchase of goods, receiving & rendering of services and other transactions</td><td>₹ 500 crores (excluding all applicable taxes)</td></tr>
</table></td></tr>
<tr><td>c.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>April 1, 2026 to 31st March 2027</td></tr>
<tr><td>d.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>e.</td><td>Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise</td><td>Aggregate value of proposed transaction for which approval is being sought from the members of the Company for F.Y. 2026-27 is ₹ 500 crores (excluding all applicable taxes).</td></tr>
</table>

| | | |
|---|---|---|
| **f.** | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The Company proposes to continue transactions with BEL in F.Y. 2026-27 to leverage operational synergies, optimize resource utilisation. Given their geographical proximity and alignment in business, these transactions will ensure seamless supply chain integration and cost optimization. Continued purchase and sale of raw materials and finished goods will support both the Company's operations while also benefiting them through improved logistics and procurement efficiencies. Additionally, this collaboration will strengthen market competitiveness by maintaining stable production and supply chain processes. |
| **g.** | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br>*Explanation:* Indirect interest shall mean interest held through any person over which an individual has control. | • Thermic has become the holding Company of both Karni (holding 63.68%) and BEL (holding 84.94%).<br>• Karni, in turn, is the holding Company of K I C (holding 64.81%).<br>• Mr. Om Prakash Jalan is a Director in Thermic and BEL and is the brother of Mr. Radhey Shyam Jalan, who is Managing Director of the K I C.<br>• K I C, purchases and sells goods such as as coal, coke, sinter, pellets etc, steel scrap and other goods availing of various auxiliary services from BEL, and such transactions exceed 10% of K I C's annual turnover.<br>• By virtue of above relationship, only Karni and Mr. Radhey Shyam Jalan are interested in the proposed transaction. |
| **(i).** | Name of the director / KMP | Mr. Radhey Shyam Jalan |
| **(ii).** | Shareholding of the director / KMP, whether direct or indirect, in the related party | None |
| **(iii).** | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | None |
| **(iv).** | Other information relevant for decision making. | None |
| **B(1)** | **Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances** | |
| **a.** | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | As on date, BEL is an fellow subsidiary of K I C. Further, in view of the close proximity of K I C's Durgapur plant to BEL's Kharagpur facilities, thereby providing synergies of shared infrastructure, resources, management etc and since there is substantial alignment in business of both K I C and BEL and considering all the transactions are on arm's length basis, the Management considered that inviting bids would not serve any purpose towards entering into RPTs with BEL. |
| **b.** | Basis of determination of price. | |
| **c.** | In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: | None |
| **(i)** | Amount of Trade advance | Nil |
| **(ii)** | Tenure | Nil |
| **(iii)** | Whether same is self-liquidating? | Nil |
| **Point no. B(3) to B(8) of table forming part of Clause 4 of the Standards is not applicable.** | | |

**Annexure – C 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. Mukesh Bengani** | **Mrs. Ishita Bose** |
|---|---|---|
| **Date of Birth** | 2.12.1977 | 04.07.1981 |
| **Qualifications** | B. Com (Honours), Chartered Accountant | LLB |
| **Date of first appointment** | 25.08.2020 | 06.08.2021 |
| **Expertise in specific functional areas** | Finance, Accounts, Taxation, Costing, Regulatory Compliance, Strategic Planning, Experience in Manufacturing Sector accounting. | Civil litigation and conveyancing with specialisation in real estate registration work. |
| **Brief Profile, Experience & Expertise in specific functional areas** | At 48 years of age, Mr. Bengani embodies a unique blend of experience, expertise, and dynamic leadership. Holding the esteemed titles of Chartered Accountant and B.Com (Honours) graduate, he stands as a stalwart in finance.<br>Mr. Bengani has been an integral part of K I C, assuming the pivotal role of Chief Financial Officer. Under his astute guidance, the finance department has undergone a transformative evolution, becoming a linchpin of growth and stability within the organization. With a future focused on fiscal prudence and strategic expansion, Mr. Bengani is poised to lead K I C into a new era of financial excellence. | Mrs. Bose, a seasoned LLB professional with 15+ years in civil litigation and conveyance, specializes in real estate registration. Her adept skills shine in facilitating smooth property transactions, making her an invaluable asset. With a focus on precision, she navigates complexities effortlessly, ensuring clients benefit from her wealth of experience in the dynamic realm of real estate law. Mrs. Bose's expertise underscores her reputation as a trusted legal authority in the nuanced field of real estate registration work. |
| **Terms and Conditions for appointment/ re-appointment** | As per the Company policy on Code of conduct of Board of Directors and Senior Management Personnel. | As per the Company policy on Terms and Conditions of Appointment of Independent Directors. |
| **Remuneration last drawn (per month)** | 1,83,000 | Nil |
| **Shareholding in the Company as on March 31, 2026 (in individual capacity and as a beneficial owner)** | Nil | Nil |
| **Relationship with other Directors and KMPs of the Company (in terms of Section 2(77) of the Companies Act, 2013)** | None | None |
| **Number of Board meetings attended during F.Y. 2025-26** | 4 | 4 |
| **Directorships held in other Indian Listed Companies** | None | None |
| **Directorships held in other Indian unlisted Companies** | None | 1. Mallika Investment Co. Pvt. Ltd.<br>2. Sarvani Investments Pvt. Ltd.<br>3. Bhabi Properties Pvt. Ltd. |

| Name of Director(s) | Mr. Mukesh Bengani | Mrs. Ishita Bose |
|---|---|---|
| **Listed Entities from which the Director has resigned in the last 3 (three) years** | None | None |
| **Chairmanship/ membership of Committees of the Company** | **K I C Metaliks Limited**<br>• Audit Committee - Member<br>• Corporate Social Responsibility Committee - Member<br>• Finance Committee - Member | **K I C Metaliks Limited**<br>• Stakeholders' Relationship Committee – Member<br>• Nomination and Remuneration Committee – Chairman<br>• Corporate Social Responsibility Committee- Chairman |
| **Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies** | None | None |