

KCIL LIMITED

CIN: L15136WB1977PLC030990

8 Bentinck Street, Ground Floor, Taheer Mansion,
Kolkata-700001.

Phone: 22486230, Website: www.kcillimited.com, Email: sales@usbcosteels.com

Notice

Notice is hereby given that the 38th Annual General Meeting of the members of KCIL Limited will be held on Wednesday, 30th September 2015 at 10.30 AM at the registered office, 8 Bentinck Street, Ground Floor, Taheer Mansion, Kolkata-700001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Dronesh Singhania (holding DIN 00518762), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s N K Jain & Co, Chartered Accountants (Firm Registration No. 304078E) as the Statutory Auditors of the financial year 2015-16 and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the consent of Shareholders of the Company be and is hereby accorded to the appointment of Sri Vijay Kumar Bhotika (holding DIN 01337036) as a Whole-time Director of the Company for the period of five years with effect from 12th March, 2015 on the term and conditions as enumerated in the Explanatory Statement to this Notice and the Agreement dated 12th March, 2015 as placed before the meeting which agreement is hereby specifically approved.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

5. 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 149(6) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment & Qualification of Directors) Rules, 2014, the consent of the Company be and is hereby given for appointment of Shri Umesh Singh (holding DIN 07241947), who is appointed by the Board of Directors as Independent Directors on 12.03.2015 up to the date of ensuing Annual General Meeting and in respect of whom the company has received a notice in writing from the member proposing his candidature for the office of director under section 160 of the Companies Act, 2013, is hereby appointed as Director of the company.”

“RESOLVED FURTHER THAT pursuant to section 152 and other applicable provisions of the Companies Act, 2013, and the rules made there under read with Schedule IV to the Companies Act, 2013, approval be and is hereby given to the appointment of Shri Umesh Singh as an Independent Director of the company.”

6. 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 149(6) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment & Qualification of Directors) Rules, 2014, the consent of the Company be and is hereby given for appointment of Smt Anima Biswas (holding DIN 07270375), who is appointed by the Board of Directors as Independent Directors on 12.03.2015 up to the date of ensuing Annual General Meeting and in respect of whom the company has received a notice in writing from the member proposing his candidature for the office of director under section 160 of the Companies Act, 2013, is hereby appointed as Director of the company.”

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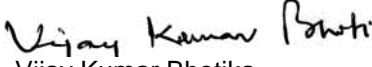
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“RESOLVED FURTHER THAT pursuant to section 152 and other applicable provisions of the Companies Act, 2013, and the rules made there under read with Schedule IV to the Companies Act, 2013, approval be and is hereby given to the appointment of Smt Anima Biswas as an Independent Director of the company.”

Registered Office:

8 Bentinck Street, Ground Floor,
Taheer Mansion, Kolkata-700001

By Order of the Board


Vijay Kumar Bhotika
(DIN: 01337036)
Whole Time Director

Date: 29th May 2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. As per section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting right may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, 26th September 2015 to Thursday, 30th September 2015 (both days inclusive);
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent, M/s. Maheswari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata 700001.
6. Electronic copies of the Annual Report are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
7. Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website www.kciltld.com.in for their download.

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Kolkata-700001.Phone: 22486230, Website: www.kcillimited.com, Email: sales@usbcosteels.com**8. The process and manner for remote e-voting are as under :**

The remote e-voting period commences on 26th September, 2015 (10:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL 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 shareholders should log on to the e-voting website www.evotingindia.com during the voting period

Click on "Shareholders" tab.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter Your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id/folio number in the Bank Account Number details field as mentioned in above instruction (iv).

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant Company Name i.e. KCIL Limited on which you choose to vote on with you choose to vote.

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On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for institutional Shareholders & Custodians :

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write and email to helpdesk.evoting@cdslindia.com

9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th September, 2015.
10. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 4th September, 2015.
11. The shareholders shall have one vote per equity share held by them as on the cut-off date of 24th September, 2015. The Facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
12. Since the Company is required to provide members the facility to cast their vote by electronic means shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
13. Notice of the EOGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

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14. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-of date i.e. 24th September, 2015 are requested to send the written / email communication to the Company at sales@usbcosteels.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
15. Mr Asit Kumar Labh, Company Secretaries, (Membership No.14664) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kcilltd.com and on the website of CDSL. The same will be communicated to The Calcutta Stock Exchange, Kolkata.
17. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 4 to 6 as set out above is annexed hereto.
18. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
19. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting.
20. A statement containing details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Clause 49 of the Listing Agreement is annexed.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, till the date of meeting.
22. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
23. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.kcillimited.com.

Registered Office:

8 Bentink Street, Ground Floor,
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Date: 29th May 2015

By Order of the Board



Vijay Kumar Bhotika
(DIN: 01337036)
Whole Time Director

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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of resolution at item no. 4 to 6

Item No. 4

The Board of Directors at its meeting held on 12th March, 2015 appointed Sri Vijay Kumar Bhotika (holding DIN 01337036) as a Whole-time Director of the Company for the period of five years with effect from 12th March, 2015 for the period of five years. Sri Vijay Kumar Bhotika is a Graduate and has established his place among the top marketing leaders in the business of water purification. He has also very vast knowledge in the field of management.

The Nomination and Remuneration Committee has approved his terms of appointment and remuneration in its meeting held on 12th March, 2015. For the purpose, an agreement has been entered into by the Company with the Whole-time Director on 12th March, 2015. The main terms and conditions of his appointment as a Whole-time Director, as contained in the said agreement dated 12th March, 2015 are furnished below:

- (i). Term of appointment: - Five years with effect from 12th March, 2015
- (ii). Salary : Rs.5,000 (Rupees Five Thousand only) per month
- (iii). Leave & Bonus equivalent to one month salary for each financial year.
- (iv). Reimbursement of expenses incurred by you on account of business of the Company in accordance with the Company policy.
- (v). Reimbursement of any other expenses properly incurred by you in accordance with the rules and policies of the Company.
- (vi). Entitled to such increment from time to time as the Board may by its discretion determine.

Overall remuneration:

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Sections 197,198 and all other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible at law.

Minimum Remuneration:

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration will be as per Section II of the part II of the Schedule V of the said Act.

Other terms:

1. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company in matters of general control, management and superintendence of the business of the Company with power to appoint and dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things, which in the ordinary course of business you may consider necessary or proper or in the interest of the Company;
2. The Whole-time Director shall open and operate on any banking or other account and to draw, make, accept execute, endorse, discount, negotiate, retire, pay, satisfy and assign cheques, drafts, interest and dividend warrants and other negotiable or transferable instruments or securities;
3. To engage employees and other servants for the Company at a basic salary as per the procedure fixed by the Board;
4. To institute, prosecute, defend, oppose, appear or appeal to compromise, refer to arbitration, abandon subject to judgment and execution or become non-suited in any legal proceedings including trade marks, trade names and trade property and customs passing off actions and revenue proceedings relating to customs or excise duties, tax on income, profits and capital and taxation generally or otherwise as it relates to the Company;
5. This terms of appointment may be terminated by either the Company or you at any time within the five year period, by the giving of 2 month notice in writing;
6. In terms of first proviso of sub section (3) of section 203 of the Companies Act, 2013, the Board grants permission to be the directors in other company as per your Notice of Interest by Directors in Form MBP-1.

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Your Directors seek your approval to the said resolution as set out in the notice. Except Sri Vijay Kumar Bhotika (the appointee himself), none of other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in said Resolution.

Copy of the agreement dated 12th March, 2015 referred above is available for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays till the date of ensuing Annual General Meeting.

Item No. 5

The Board of Directors at its meeting held on 12th March, 2015 appointed Sri Umesh Singh (holding DIN 07241947) as an Independent Director of the Company for the period of five years with effect from 12th March, 2015 for the period of five years. Sri Umesh Singh is a Graduate and has established his place among the top businessman in the field of machineries. He has also very vast knowledge in the field of management.

The main terms and conditions of his appointment on 12.03.2015 as an Independent Director are furnished below:

Term of appointment:

- 1 He shall hold office for a term of five years w.e.f 12.03.2015 and shall not be liable to retire by rotation.
- 2 Upon completion of the initial term of five years, appointment as Independent Director can be renewed for another term if so recommended by the Nomination and Remuneration Committee and approved by the Board subject to relevant provisions of the Companies Act, 2013 and Rules notified thereunder. Any term of renewal shall be subject to approval of the shareholders in the General Meeting.
- 3 If appointment is not so renewed, then upon completion of initial term it shall terminate automatically, with immediate effect and without compensation.
- 4 Continuation of appointment is also contingent on satisfactory performance and any relevant statutory provisions relating to the removal of a director / vacation of office / disqualification of director.

Duties and Responsibilities:

- 1 He will be expected to perform duties, whether statutory or fiduciary, faithfully, efficiently and diligently to a standard commensurate with the functions, knowledge, skills and experience.
- 2 He is expected to abide by the provisions specified in Schedule IV under Section 149(8) along with the provisions of section 166 of the Companies Act, 2013. A copy of these provisions are enclosed and marked as Exhibit I for ready reference.
- 3 He will disclose any direct or indirect interest which may have in any matter being considered at a board meeting or committee meeting and will not vote on any resolution of the Board, or of one of its committees, on any matter where he have any direct or indirect interest.
- 4 Unless specifically authorised to do so by the Board, he will not enter into any legal or other commitment or contract on behalf of the Company.

Remuneration:

- 1 Subject to the provisions of sections 197 and 198 of the Companies Act, 2013 he will be entitled to sitting fees, reimbursement of expenses for participation in the Board, other committee meetings and meetings of Independent Directors and profit related commission as may be approved by the shareholders.
- 2 Unless otherwise informed from our side, a sitting fee of Rs. 200/- shall be payable for attending each meeting of the Board and meetings of Independent Directors.
- 3 In case he is appointed to a Committee constituted by the Board, the sitting fee payable for attending the meeting of the Committee shall be communicated separately.

Your Directors seek your approval to the said resolution as set out in the notice. Except Sri Umesh Singh (the appointee himself), none of other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in said Resolution.

Copy of the agreement dated 12th March, 2015 referred above is available for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays till the date of ensuing Annual General Meeting.

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Item No. 6

The Board of Directors at its meeting held on 12th March, 2015 appointed Smt Anima Biswas (holding DIN 07270375) as an Independent Director of the Company for the period of five years with effect from 12th March, 2015 for the period of five years. Smt Anima Biswas is a Matriculate and has established her place among the top professional in the field of office administration. She has also very vast knowledge in the field of management.

The main terms and conditions of her appointment on 12.03.2015 as an Independent Director are furnished below:

Term of appointment:

- 1 She shall hold office for a term of five years w.e.f 12.03.2015 and shall not be liable to retire by rotation.
- 2 Upon completion of the initial term of five years, appointment as Independent Director can be renewed for another term if so recommended by the Nomination and Remuneration Committee and approved by the Board subject to relevant provisions of the Companies Act, 2013 and Rules notified thereunder. Any term of renewal shall be subject to approval of the shareholders in the General Meeting.
- 3 If appointment is not so renewed, then upon completion of initial term it shall terminate automatically, with immediate effect and without compensation.
- 4 Continuation of appointment is also contingent on satisfactory performance and any relevant statutory provisions relating to the removal of a director / vacation of office / disqualification of director.

Duties and Responsibilities:

- 1 She will be expected to perform duties, whether statutory or fiduciary, faithfully, efficiently and diligently to a standard commensurate with the functions, knowledge, skills and experience.
- 2 She is expected to abide by the provisions specified in Schedule IV under Section 149(8) along with the provisions of section 166 of the Companies Act, 2013. A copy of these provisions are enclosed and marked as Exhibit I for ready reference.
- 3 She will disclose any direct or indirect interest which may have in any matter being considered at a board meeting or committee meeting and will not vote on any resolution of the Board, or of one of its committees, on any matter where she have any direct or indirect interest.
- 4 Unless specifically authorised to do so by the Board, she will not enter into any legal or other commitment or contract on behalf of the Company.

Remuneration:

- 1 Subject to the provisions of sections 197 and 198 of the Companies Act, 2013 she will be entitled to sitting fees, reimbursement of expenses for participation in the Board, other committee meetings and meetings of Independent Directors and profit related commission as may be approved by the shareholders.
- 2 Unless otherwise informed from our side, a sitting fee of Rs. 200/- shall be payable for attending each meeting of the Board and meetings of Independent Directors.
- 3 In case she is appointed to a Committee constituted by the Board, the sitting fee payable for attending the meeting of the Committee shall be communicated separately.

Your Directors seek your approval to the said resolution as set out in the notice. Except Smt Anima Biswas (the appointee himself), none of other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in said Resolution.

Copy of the agreement dated 12th March, 2015 referred above is available for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays till the date of ensuing Annual General Meeting.

Registered Office:

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Date: 29th May 2015

By Order of the Board

Vijay Kumar Bhotika
(DIN: 01337036)
Whole Time Director

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Details of Director seeking appointment /re-appointment at Annual General Meeting

SI N o	Name	Date of Birth	Date of Appointment	Qualification	Expertise in specific Functional Areas	Directorships held in other Companies (excluding foreign Companies)	Memmbership/ Chairmanship of Board Committees of Other Companies (includes only Audit Committee/Sha reholder's investor Grievance Committee)	Number of shares held in the company
1	Mr Dronesh Singhania	19/06/1968	30/08/2010	Graduate	Management	1.KHL Properties Ltd 2. J.J, Spring Manufacturing Pvt Ltd 3. Ram Precision Shapes Pvt Ltd 4. Manali Trade Link Pvt Ltd 5. Hind Globe Credit Pvt Ltd		NIL 40 NIL NIL Nil
3	Mr Vijay Kumar Bhotika	20/05/1957	01/03/2007	Graduate	Management	1.Jagjyoti Investment Pvt Ltd		NIL
4	Mr Umesh Singh	23/06/1967	12/03/2015	Graduate	Management	Nil	One	NIL
5	Smt Anima Biswas	10/11/1962	12/03/2015	Matriculate	Management	1 KHL Properties Ltd	One	NIL

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PROXY FORM

(38th Annual General Meeting- 30th September, 2015)

FORM NO. MGT 11

[Pursuant To Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

CIN : L25209VVB1987PLCIII041
 Name of the Company : KCIL LTD
 Regd Office : 8, Bentinck Street, Ground Floor, Taheer Mansion,
 Kolkata-700001

Name of the members :
 Registered Address :
 E mail ID :
 Folio No. / Client No. :
 DP ID :

I / We, being the member (s) of.....shares of the above named company, hereby appoint

1. Name: E-mail Id:
 Address Signature:or Failing him
2. Name: E-mail Id:
 Address Signature:or Failing him
3. Name: E-mail Id:
 Address Signature:or Failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 38th Annual General Meeting of the company, to be held on Wednesday, 30th day of September at 10:30 a.m. at the registered office and at any adjournment thereof in respect of such resolutions as are indicated.

Resolution No.	Resolution	Optional	
		For	Against
	Ordinary Business		
1.	The audited financial statements of the company with the reports of Board of directors and the Auditors report thereon.		
2.	Re-appointment of Dronesh Singhania, retiring director		
3.	Appointment of Statutory Auditors and authorizing Board to fix their remuneration.		
	Special Business		
4.	Confirmation of Appointment of Vijay Kumar Bhotika as Whole Time Director		
5.	Confirmation of Appointment of Umesh Singh as Independent Director		
6.	Confirmation of Appointment of Anima Biswas as Independent Director		

Signed this Day of 2015

Signature of the Shareholder (s)
Affix Revenue Stamp not Less than RS.0.15

Signature of Proxy(s)

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8 Bentinck Street, Ground Floor, Taheer Mansion,
Kolkata-700001.

Phone: 22486230, Website: www.kcillimited.com, Email: sales@usbcosteels.com

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

ATTENDANCE SLIP

1. Full Name of Member/ Proxy attending the meeting :
2. Whether FIRST HOLDER / JOINT HOLDER / PROXY
(Strike out whichever is not applicable)
3. Full Name of First Holder
(If Joint Holder / Proxy attending)

I certify that I am a registered shareholder / proxy for the registered shareholder of the company.
I hereby record my presence at the 38th Annual General Meeting of the company to be held on
Wednesday the 30th September, 2015 at 10:30 A.M. at the registered office of the company.

DP ID .
Folio No

Signature of the Shareholder / proxy

- Notes: 1. This attendance slip is valid onlt in case shares are held on the date of meeting.
2. No Gifts / Company Products shall be given at the meeting.

**(ANNEXURE TO THE NOTICE FOR THE 38TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON
30TH SEPTEMBER, 2015)**

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any)

Folio No. / DP ID & Client ID:

No. of Equity Shares Held

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Wednesday the 30th Day of September, 2015 at 10:30 am at the Registered Office of the company situated at 8 Bentinck Street, Ground Floor, Taheer Mansion, Kolkata-700001.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.

KCIL LIMITED

CIN: L15136WB1977PLC030990

8 Bentinck Street, Ground Floor, Taheer Mansion,
Kolkata-700001.

Phone: 22486230, Website: www.kcillimited.com, Email: sales@usbcosteels.com

The E-voting facility will be available during the following voting period:

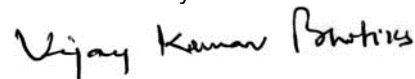
Remote e-Voting Start On	Remote e-Voting End On
26th September, 2015 at 10:00 A.M. (1ST)	29th September, 2015 at 5:00 P.M. (1ST)

Please read the instructions mentioned in Point No.8 of the Notice before exercising your vote

Place: Kolkata
Date: 29.05.2015

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report

By Order of the Board

Vijay Kumar Bhotika
Director
DIN: 01337036