

KCIL LIMITED

CIN: L15136WB1977PLC030990

8 Bentinck Street, Ground Floor, Taheer Mansion,
Kolkata-700001.Phone: 22486230, Website: www.kcillimited.com, Email: sales@usbcosteels.com**BOARD OF DIRECTORS**

SRI SRINATH DAGA, DIRECTOR

SRI VIJAY KUMAR BHOTIKA, WHOLE TIME DIRECTOR

SRI DRONESH SINGHANIA, DIRECTOR

SRI UMESH SINGH, INDEPENDENT DIRECTOR

SMT ANIMA BISWAS, INDEPENDENT DIRECTOR

AUDITORS

Atish Kumar Shaw

Chartered Accountants

MMS Chambers

4A, Council House Street,

Kolkata-700001

Tel: 033-22480210

SHARE TRANSFER AGENTS

Maheshwari Datamatics Private Limited

Corporate Office: 23 R N Mukherjee Road, 5th Floor, Kolkata-700001.Regd. Office: 6 Mangoe Lane, 2nd Floor, Kolkata-700001.**REGISTERED & CORPORATE OFFICE**

8 Bentinck Street

Taheer Mansion, Ground Floor

Kolkata-700001

Tel: 22486230

Email: sales@usbcosteels.comwww.kcillimited.com

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Notice

Notice is hereby given that the 42nd Annual General Meeting of the members of KCIL Limited will be held on Monday, 30th September 2019 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, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint M/s Atish Kumar Shaw, Chartered Accountants (Membership No. 306098) as the Statutory Auditors for the next five financial year 2019-20 to 2023-24 after conclusion of AGM of FY 2018-19 and to fix their remuneration in consultation with the audit committee.
3. To appoint a Director in place of Shri Srinath Daga, holding DIN 00294203, who retires by rotation and being eligible, offers himself for reappointment.

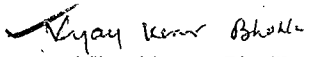
SPECIAL BUSINESS:

4. To give consent for continuation of Directorship of Mr. Srinath Daga, who has attained more than 75 years of his age.

Registered Office:

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

By Order of the Board


Vijay Kumar Bhotika
(DIN: 01337036)
Whole Time DirectorDate: 30th May 2019.**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. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business under Item No. 4 to be transacted at this AGM, is annexed herewith.
3. 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.
4. 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.
5. 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 Tuesday, 24th September 2019 to Monday, 30th September 2019 (both days inclusive);
6. 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

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Kolkata-700001.Phone: 22486230, Website: www.kcillimited.com, Email: sales@usbcosteels.comor bank mandates immediately to the Company/Registrar and Transfer Agent, M/s. Maheswari Datamatics Pvt. Ltd., 23 R N Mukherjee Road, 5th Floor, Kolkata 700001.

7. 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.
8. 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 41st 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.kcilt.com.in for their download.
9. The process and manner for remote e-voting are as under:

The remote e-voting period commences on 27th September, 2019 (10:00 am) and ends on 29th September, 2019 (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 23rd September, 2019, 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).

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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.

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

10. 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 23rd September, 2019.

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11. 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 30th August, 2019.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2019. The Facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. 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 23rd September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
14. Notice of the AGM 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.
15. 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. 23rd September, 2019 is 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.
16. Mr. Dilip Kumar Sultania, Chartered Accountants, Membership No – 303273 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.
17. 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.
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 Regulation 17 of SEBI (LODR), 2015 regulations 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.

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24. The Ordinary Shares of the Company are listed Calcutta Stock Exchange Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2019-20.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Forty Second Annual General Meeting to be held on Monday, 30th September, 2019.

Item No. 4

As the members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations", 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Mr Srinath Daga (DIN:00294203), Director has attained more than 75 years of age. The consent of the members is sought for continuation of his Directorship.

Registered Office:
8 Bentick Street, Ground Floor,
Taheer Mansion, Kolkata-700001

By Order of the Board .

✓ *Vijay Kumar Bhotika*
Vijay Kumar Bhotika
(DIN: 01337036)
Whole Time Director

Date: 30th May 2019.

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

SI No	Name	Date of Birth	Date of Appointment	Qualification	Expertise in specific Functional Areas	Directorships held in other Companies (excluding foreign Companies)	Membership/Chairmanship of Board Committees of Other Companies (includes only Audit Committee/Shareholder's investor Grievance Committee)	Number of shares held in the company
1	Sri Srinath Daga	15/01/1943	18/11/1986	Graduate	Management	KHL PROPERTIES LTD. KEJRIWAL ENTERPRISES LTD. LAXMI COMMOTRADE PRIVATE LIMITED BHADAWAR LEASING & FINANCE COMPANY PVT. LTD.	Audit Committee Nomination & Remuneration Committee Audit Committee Nomination & Remuneration Committee	Nil Nil 63000 46150

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PROXY FORM

(42nd Annual General Meeting- 30th September, 2019)

FORM NO. MGT 11

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

CIN : L15136WB1977PLC030990

Name of the Company : KCIL LTD

Regd Office : 8, Bentinck Street, Ground Floor, Taheer Mansion,
Kolkata-700001Name 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:
Address | E-mail Id:
Signature:or Failing him |
| 2. | Name:
Address | E-mail Id:
Signature:or Failing him |
| 3. | Name:
Address | E-mail Id:
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 42nd Annual General Meeting of the company, to be held on Monday, 30th day of September, 2019 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.	Appointment of Statutory Auditors and authorizing Board to fix their remuneration.		
3.	Re-appointment of Srinath Daga, retiring director		
	Special Resolution		
4.	Special Resolution for continuation of Directorship of Srinath Daga who has attained more than 75 years of age		

Signed this Day of 2019 :

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

Signature of Proxy(s)

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.

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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 42nd Annual General Meeting of the company to be held on Monday the 30th September, 2019 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 only in case shares are held on the date of meeting.
2. No Gifts / Company Products shall be given at the meeting.
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**(ANNEXURE TO THE NOTICE FOR THE 42ND ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 30TH SEPTEMBER, 2019)**

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 Regulation 44 of the SEBI (LODR) Regulations, 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 Monday the 30th Day of September, 2019 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.

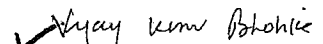
The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
27th September, 2019 at 10:00 A.M. (IST)	29th September, 2019 at 5:00 P.M. (IST)

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

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: 30th May 2019.

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