



# **K I C METALIKS LIMITED**

"Sir RNM House" 3B, Lal Bazar Street,  
4th Floor, Room No. 2, Kolkata - 700 001  
Phone : +91-33-2210 3301/2213 5606  
Fax : +91-33-4001 9636

**Dated: 11<sup>th</sup> July, 2012**

Bombay Stock Exchange Limited  
(Department of Corporate Services)  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai-400001

**Company's Code # 513693**

Dear Sir/Madam,

**Sub: Corporate Governance Report pursuant to Clause 49 of Listing Agreement for the Quarter ended 30.06.2012**

Please find enclosed, report on Corporate Governance for the Quarter ended 30<sup>th</sup> June, 2012.

Thanking you,

Yours Faithfully,

**For K I C Metaliks Limited**

**(Ruchika Dhanuka)  
Company Secretary and Compliance Officer**



## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : K I C METALIKS LIMITED

QUARTER ENDING ON : 30<sup>TH</sup> JUNE, 2012

Sl no.	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
<b>I</b>	<b>Board of Directors</b>			
(A)	Composition of Board	49 (I)(A)	Yes	
(B)	Non-executive directors' compensation & disclosure	49 (I)(B)	Yes	Non-executive directors have waived their sitting fees for Board Meetings in view of past losses suffered by the Company in the recent past.
(C)	Other provisions as to Board and Committees	49 (I)(C)	Yes	The Company's Board meets quite often and more than the minimum number of times prescribed in the Companies Act, 1956. It is also ensured that no director is a member in more than ten committees or acts as Chairman of more than five committees across all companies in which he is a director. The Board has reviewed periodically the status of legal compliances and steps taken to rectify instances of non-compliance.
(D)	Code of Conduct	49 (I)(D)	Yes	The KICML Code of Conduct duly approved by the Board, has been made applicable to the Board of Directors and the Senior Management Personnel. The Code of Conduct has also been posted on the Website of the Company.

CERTIFIED TO BE TRUE

For, KIC METALIKS LTD.

  
Company Secretary

<b>II</b>	<b>Audit Committee</b>	<b>49 (II)</b>	<b>Yes</b>	
(A)	Qualified & Independent Audit Committee	49 (II)(A)	Yes	The composition, structure and functions of the Audit Committee are as per the guidelines issued by SEBI.
(B)	Meeting of Audit Committee	49 (II)(B)	Yes	The Audit Committee meets quarterly and as required.
(C)	Powers of Audit Committee	49 (II)(C)	Yes	The terms of reference of the Audit Committee of Directors includes the matters referred to in Clause 49 (II) (C) , (D) & (E) and Sec. 292A of the Companies Act, 1956.
(D)	Role of Audit Committee	49 (II)(D)	Yes	The terms of reference of the Audit Committee of Directors includes the matters referred to in Clause 49 (II) (C) , (D) & (E) and Sec. 292A of the Companies Act, 1956.
(E)	Review of information by Audit Committee	49 (II)(E)	Yes	The relevant information as referred to in sub-clause is submitted to the Audit Committee for their review on an ongoing basis.
<b>III</b>	<b>Subsidiary companies</b>	<b>49 (III)</b>	<b>NA</b>	The Company does not have any material non listed Indian subsidiary as defined in clause 49.
<b>IV</b>	<b>Disclosures</b>	<b>49 (IV)</b>		
(A)	Basis of Related Party transactions	49 (IV)(A)	Yes	
(B)	Disclosure of Accounting treatment	49 (IV)(B)	Yes	Financial statements are prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India from time to time.
(C)	Board Disclosures-Risk management	49 (IV)(C)	Yes	

**CERTIFIED TO BE TRUE**

For, KIO METALIKS LTD.

*[Signature]*  
Company Secretary

(D)	Proceeds from Public Issues, rights issues, preferential issues etc	49 (IV)(D)	Nil	Nil
(E)	Remuneration of Directors	49 (IV)(E)	Yes	
(F)	Management	49 (IV)(F)	Yes	Disclosure from Senior Management is obtained in April every year.
(G)	Shareholders	49 (IV)(G)	Yes	We have nominated our Company Secretary, Ms. Ruchika Dhanuka, as Compliance Officer and designated an exclusive e-mail id <a href="mailto:companysecretary@kicmetaliks.com">companysecretary@kicmetaliks.com</a> , exclusively for the purpose of registering and redressal of complaints by investors.
V	CEO/CFO Certification	49 (V)	Yes	
VI	Report on Corporate Governance	49 (VI)	Yes	Quarterly compliance reports are regularly submitted to the concerned Stock Exchange.
VII	Compliance	49 (VII)	Yes	

**CERTIFIED TO BE TRUE**

For KIC METALIKS LTD.  
  
 Company Secretary

**For K I C Metaliks Limited**

**Ruchika Dhanuka**  
**(Company Secretary & Compliance Officer)**