



K I C METALIKS LIMITED

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Phone : +91-33-3068 8618 / 3068 8683
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Dated: 9th April, 2013

Bombay Stock Exchange Limited
(Department of Corporate Services)
Phiroze Jeejeebhoy Towers
25th 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 31.03.2013

Please find enclosed, report on Corporate Governance for the Quarter ended 31st March, 2013.

Thanking you,

Yours Faithfully,

For K I C Metaliks Limited

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



Encl. : As above

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
IN ACCORDANCE WITH CLAUSE 49 OF "LISTING AGREEMENT"**

NAME OF THE COMPANY : K I C METALIKS LIMITED

QUARTER ENDING ON : 31st MARCH, 2013

Sl no.	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I	Board of Directors			
(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.
(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. Certificate affirming compliance with the Code of Conduct for the F.Y. 2012-13 has been obtained from all the Directors and Senior Management and a declaration to that effect will be made by the CEO, in the Annual Report 2012-13.

CERTIFIED TO BE TRUE
For, KIC METALIKS LTD.
[Signature]
Company Secretary



II	Audit Committee	49 (II)	
(A)	Qualified & Independent Audit Committee	49 (II)(A)	Yes
(B)	Meeting of Audit Committee	49 (II)(B)	Yes
(C)	Powers of Audit Committee	49 (II)(C)	Yes
(D)	Role of Audit Committee	49 (II)(D)	Yes
(E)	Review of information by Audit Committee	49 (II)(E)	Yes
III	Subsidiary companies	49 (III)	NA
IV	Disclosures	49 (IV)	
(A)	Basis of Related Party transactions	49 (IV)(A)	Yes
(B)	Disclosure of Accounting treatment	49 (IV)(B)	Yes
(C)	Board Disclosures-Risk management	49 (IV)(C)	Yes
(D)	Proceeds from Public Issues, rights issues, preferential issues etc	49 (IV)(D)	Yes

The composition, structure and functions of the Audit Committee are as per the guidelines issued by SEBI.

During the F.Y. 2012-13, the Committee met five times viz on May 30, 2012; June 28, 2012; September 17, 2012; November 12, 2012 and February 14, 2013.

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.

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.

The relevant information as referred to in sub-clause is submitted to the Audit Committee for their review on an ongoing basis.

The Company does not have any material non listed Indian subsidiary as defined in Clause 49.

Details of all related party transactions are tabled periodically before the meetings of the Audit Committee of Directors.

Financial statements are prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India from time to time.

Already complied with and reported in Annual Report 2011-12. Disclosure for F.Y. 2012-13 will be given in Annual Report 2012-13.

NIL

CERTIFIED TO BE TRUE
For, K.C. METALIKS LTD.
Company Secretary



(E)	Remuneration of Directors	49 (IV)(E)	Yes	Will be disclosed in the Annual Report 2012-13.
(F)	Management	49 (IV)(F)	Yes	The Management Discussion and Analysis Report has been incorporated in the Annual Report 2011-12. Disclosure from Senior Management is obtained in April every year. For F.Y. 2012-13, disclosures will be made in Annual Report 2012-13.
(G)	Shareholders	49 (IV)(G)	Yes	Already complied with and reported in Annual Report 2011-12. We have nominated our Company Secretary, Ms. Ruchika Dhanuka, as Compliance Officer and designated an exclusive e-mail id companysecretary@kicmetaliks.com, exclusively for the purpose of registering and redressal of complaints by investors. For F.Y. 2012-13, disclosures will be made in Annual Report 2012-13.
V	CEO/CFO Certification	49 (V)	Yes	Has been complied with for the year ended 31.03.2012 and reported to our Board also. The same was incorporated in the Annual Report for 2011-12. For F.Y. 2012-13, disclosures will be made in Annual Report 2012-13.
VI	Report on Corporate Governance	49 (VI)	Yes	Annual Corporate Governance report already forms part of Annual Report 2011-12. Quarterly compliance reports are regularly submitted to the concerned Stock Exchange. For F.Y. 2012-13, disclosures will be made in Annual Report 2012-13.
VII	Compliance	49 (VII)		
(A)	Auditors Certificate regarding compliance of conditions of Corporate Governance	49 (VII) (1)	Yes	Certificate has been obtained from the Statutory Auditors and has been incorporated in the Annual Report 2011-12. Compliance for F.Y. 2012-13 will be done in Annual Report 2012-13.
(B)	Mandatory & Non-mandatory requirements	49 (VII) (2)	Yes	Disclosures regarding compliance with the mandatory requirements and adoption/ non-adoption of non-mandatory requirements by the Company will be made in the Annual Report 2012-13.

CERTIFIED TO BE TRUE
 For, KIC METALIKS LTD.
 Company Secretary

