



K I C METALIKS LIMITED

"Sir RNM House" 3B, Lal Bazar Street,
4th Floor, Room No. 2, Kolkata - 700 001
Phone : +91-33-3068 8681 / 3068 8683
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Dated: 17th June, 2015

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 31.03.2015

With reference to your communication dated 12th June, 2015 please find enclosed herewith the rectified Corporate Governance Report for the Quarter ended 31st March, 2015 duly signed and scanned as per your requirement.

Thanking you,

Yours Faithfully,

For K I C Metaliks Limited



Company Secretary and Compliance Officer

Encl. : As above

CIN No. : L01409WB1986PLC041169

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E-mail : info@kicmetaliks.com ● Website : www.kicmetaliks.com

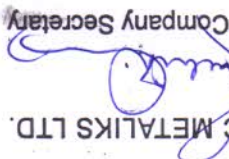
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : K I C METALIKS LIMITED

QUARTER ENDING ON : 31ST MARCH, 2015

Sl No.	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
II.	Board of Directors	49(II)		
(A)	Composition of Board	49 (IIA)	Yes	The Board has two Executive directors and three Non-executive directors including one women director and the Chairman of the Board is a regular executive Chairman.
(B)	Independent Directors	49(II B)	Yes	The Board comprises of three independent directors.
(C)	Non-executive Directors' compensation & disclosures	49 (II C)	Yes	No compensation except sitting fees is paid to Non-executive directors. Further, the Non-executive directors have waived their sitting fees for Board Meetings and other Committee meeting.
(D)	Other provisions as to Board and Committees	49 (II D)	Yes	The Company's Board meets quite often and more than the minimum number of times prescribed in the Companies Act, 2013 and under this clause. 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 were taken to rectify instances of non-compliance, if any.
(E)	Code of Conduct	49 (II E)	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 of the Company. It has also been posted on the website of the Company.



For, K I C METALIKS LTD.

 Company Secretary

(F)	Whistle Blower Policy	49(IIF)	Yes	The Company has established a Vigil Mechanism for directors and employees. It has also been posted on the website of the Company and will be disclosed in Annual Report 2014-15.
III.	Audit Committee	49 (III)		
(A)	Qualified & Independent Audit Committee	49 (IIIA)	Yes	The composition, structure and functions of the Audit Committee is as per the guidelines issued by SEBI.
(B)	Meeting of Audit Committee	49 (IIIB)	Yes	The Audit Committee meets quarterly and as required.
(C)	Powers of Audit Committee	49 (IIIC)	Yes	The Powers of the Audit Committee of Directors includes the matters referred to in Clause 49 (III)(C) and Sec. 177 of the Companies Act, 2013.
(D)	Role of Audit Committee	49 (IIID)	Yes	The role of the Audit Committee of Directors includes the matters referred to in Clause 49 (III)(D) and Sec. 177 of the Companies Act, 2013.
(E)	Review of information by Audit Committee	49 (IIIE)	Yes	The relevant information as referred to in sub-clause 49 (III)(E) is submitted to the Audit Committee for their review on an ongoing basis.
IV.	Nomination and Remuneration Committee	49(IV)	Yes	The composition, structure and role of the Nomination and Remuneration Committee is as per the guidelines issued by SEBI.
V.	Subsidiary companies	49 (V)	NA	The Company does not have any material non listed Indian subsidiary as defined in Clause 49.
VI.	Risk Management	49(VI)	NA	
VII.	Related Party Transactions	49(VII)	Yes	The Company has formulated a policy on materiality of related party transactions and also on dealing with related party transaction and recognises related party as defined under Companies Act, 2013 and the Listing Agreement.



Company Secretary

For, KIC METALIKS LTD.

VIII.	Disclosures	49 (VIII)		
(A)	Related Party transactions	49 (VIII A)	Yes	There were no material related party transaction during the quarter ended 31 st March, 2015. Further, the policy is posted on the website of the Company and will be disclosed in Annual Report 2014-15.
(B)	Disclosure of Accounting Treatment	49 (VIII 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)	Remuneration of Directors	49 (VII C)	Yes	Details as required under this Clause will be disclosed in the Annual Report 2014-15.
(D)	Management	49 (VIII D)	Yes	The Management Discussion and Analysis Report has been incorporated in the Annual Report 2013-14. Disclosure from Senior Management is obtained in April every financial year and will also accompany the Annual Report 2014-15.
(E)	Shareholders	49 (VIII E)	Yes	Already complied with and reported in Annual Report 2013-14. The Company has formulated the Stakeholders Relationship Committee and has nominated our Company Secretary, Mrs. Ruchika Fogla (Dhanuka), as Compliance Officer and designated an exclusive e-mail id i.e., companysecretary@kicmetaliks.com , for the purpose of registering and redressal of complaints by investors.
(F)	Disclosure of resignation of directors	49(VIII F)	Yes	Procedure as mentioned under this Clause is followed upon resignation of any Director from the Board.
(G)	Disclosure of formal letter of appointment	(VIII G)	Yes	The letter of appointment of the Independent Director along with the detailed profile is be disclosed on the website of the Company and to the Stock Exchange not later than one working day from the date of such appointment.
(H)	Disclosure in the Annual Report	(VIII H)	Yes	The Vigil Mechanism is posted on the website of the Company and will be disclosed in the Board's report forming part of the Annual Report 2014-15.



Company Secretary

For, KIC METALIKS LTD.

(I)	Proceeds from public issues, rights issues, preferential issues, etc	(VIII D)	Yes	The Company has not received any proceed from public issues, rights issues, preferential issues, etc during the quarter ended 31 st March, 2015.
IX.	CEO/CFO Certification	49(IX)	Yes	Has been complied with for the financial year 2013-14 and reported to our Board also. The same was incorporated in the Annual Report 2013-14.
X.	Report on Corporate Governance	49(X)	Yes	Annual Corporate Governance report already forms part of Annual Report 2013-14. Quarterly compliance reports are regularly submitted to the concerned Stock Exchange.
XI.	Compliance	49 (XI)	Yes	Already complied with in Annual Report 2013-14.

For KJ C Metaliks Limited



[Handwritten Signature]

(Company Secretary & Compliance Officer)