



# K I C METALIKS LIMITED

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Phone : +91-33-3068 8681 / 3068 8683  
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**Dated: 4<sup>th</sup> October, 2013**

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 30.09.2013**

Please find enclosed, report on Corporate Governance for the Quarter ended 30<sup>th</sup> September, 2013.

Thanking you,

Yours Faithfully,

**For K I C Metaliks Limited**



**Company Secretary and Compliance Officer**

**Encl. : As above**

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : K I C METALIKS LIMITED

QUARTER ENDING ON : 30<sup>TH</sup> SEPTEMBER, 2013

Sl no.	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I	Board of Directors	49(I)		
(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. A declaration signed by the Managing Director to the effect that all Board Members and Senior Management personnel have affirmed compliance with the Code has been published in the Annual Report 2012-13.
II	Audit Committee	49 (II)	Yes	



For, K I C METALIKS LTD.  
Company Secretary

(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	Already complied with and reported in Annual Report 2012-13.
<b>III</b>	<b>Subsidiary companies</b>	<b>49 (III)</b>	NA	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	Already complied with and reported in Annual Report 2012-13.
(B)	Disclosure of Accounting treatment	49 (IV)(B)	Yes	Already complied with and reported in Annual Report 2012-13.
(C)	Board Disclosures-Risk management	49 (IV)(C)	Yes	Already complied with and reported in Annual Report 2012-13.
(D)	Proceeds from Public Issues, rights issues, preferential issues etc	49 (IV)(D)	Yes	Nil
(E)	Remuneration of Directors	49 (IV)(E)	Yes	Already complied with and reported in Annual Report 2012-13.



Company Secretary

For, KIC METALIKS LTD.



(F)	Management	49 (IV)(F)	Yes	The Management Discussion and Analysis Report has been incorporated in the Annual Report 2012-13. Disclosure from Senior Management is obtained in April every year.
(G)	Shareholders	49 (IV)(G)	Yes	Already complied with and reported in Annual Report 2012-13. 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> , for the purpose of registering and redressal of complaints by investors.
V	CEO/CFO Certification	49 (V)	Yes	Has been complied with for the financial year ended 31.03.2013 and reported to our Board also. The same was incorporated in the Annual Report for 2012-13.
VI	Report on Corporate Governance	49 (VI)	Yes	Annual Corporate Governance report already forms part of Annual Report 2012-12. Quarterly compliance reports are regularly submitted to the concerned Stock Exchange.
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 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 were made in the Annual Report 2012-13.

For K-I C Metaliks Limited



*[Handwritten Signature]*

(Company Secretary & Compliance Officer)