

## INFORMATION RELATED TO CORPORATE GOVERNANCE

The Company wish to place before the shareholders the following information in order to enhance shareholders' value, keeping in mind the needs and interests of other shareholders such as customers, employees and the society at large.

### a) BOARD OF DIRECTORS

The total strength of the Board is 3 namely Sri S.N. Daga Sri Vijay Kumar Bhotika, and Sri D. Singhania. During the year under review, the Board of Directors met nine times. These meetings were held on the following dates:

i)	18 <sup>th</sup> April, 2011	ii)	16 <sup>th</sup> May, 2011
iii)	1 <sup>st</sup> June, 2011	iv)	22 <sup>nd</sup> Jun, 2011
v)	1 <sup>st</sup> August, 2011	vi)	16 <sup>th</sup> Sept. 2011
vii)	15 <sup>th</sup> Nov., 2011	viii)	31 <sup>st</sup> Jan. 2012
ix)	24 <sup>th</sup> Mar. 2012		

### b) AUDIT COMMITTEE OF DIRECTORS

The Audit Committee comprises of three Directors, namely Mr S N Daga, Mr V K Bhotika and Mr D. Singhania. The Committee regularly meets as and when required.

### c) SHARE TRANSFER COMMITTEE

The Company has a Share Transfer Committee comprising of Sri V K Bhotika, Sri S N Daga & Sri D. Singhania, Directors. The Committee meets at regular intervals to approve all transfer, transmissions and take up all the shareholders' complaints.

### d) DETAILS OF ANNUAL / EXTRAORDINARY GENERAL MEETINGS

#### 1.1 Location and time, where General Meeting held in last 3 years.

<u>YEAR</u>	<u>AGM/EGM</u>	<u>LOCATION</u>	<u>DATE</u>	<u>TIME</u>
2010-2011	AGM	8, Bentinck Street Kolkata – 700 001	16.09.2011	11.00 A.M
2009-2010	AGM	- do -	30.09.2010	11.00 A.M
2008-2009	AGM	- do -	20.08.2009	11.00 A.M

1.2 Whether Special Resolution put through Postal Ballot last year? -NO-

1.3 Are votes proposed to be conducted through Postal Ballot this year? -NO-

- e) Disclosures on materially related party transactions i.e. transactions of the Company of material nature, with promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large. There is no material transaction with related party.
- f) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock-Exchange or SEBI or any other statutory authority, on any matter related to capital markets, during last three years.

-No-

- g) **Means of Communication**
- Half-yearly report sent to each household of shareholders.
  - Quarterly results published.
  - Whether it also displays official news releases and presentations made to Institutional investors/analysts.
  - Which Newspaper normally published in
- No  
Yes  
  
On request  
The Echo of India  
& Arthik Lipi

h) **Shareholders' Information**

1) Registered Office

8, Bentinck Street, Taher Mansion, Ground Floor,  
Kolkata - 700 001

2) Stock Exchange Listing

The Company's shares are listed and traded on the Stock Exchanges at Kolkata.

3) Shareholders' Services

M/s Maheshwari Datamatics Pvt Ltd 6, Mangoe Lane, Kolkata-700 001 has been appointed as RTA in respect of both physical and demat shares of the Company. The Company's shares have been dematerialization with CDSL and ISIN NO.INE 261E01012.

4) Nomination Facility

Individual Shareholders can now avail the facility of nomination. The nominee shall be the person with whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of death of the shareholder(s). A minor can be a nominee provided the name of the guardian is given in the nomination form. The facility of nomination is not available to non-individual shareholders such as societies, trusts, bodies corporate, karta of Hindu Undivided Families and holders of Power of Attorney. In case of any assistance, please contact M/s Maheshwari Datamatics Pvt Ltd

5) Annual General Meeting

The 35<sup>th</sup> Annual General Meeting of the shareholders will be held at 11.00 A.M. on Saturday, 29<sup>th</sup> September, 2012 at 8, Bentinck Street, Ground Floor, Kolkata - 700 001.

6) Date of Book Closure

26.09.2012 to 29.09.2012 both days inclusive

7) Dividend Payment

Your Directors do not recommend payment of any dividend for the year ended 31<sup>st</sup> March, 2012 in view of loss for the period.

8) Statistics of Shareholders : 2010-2012

<u>Year Ended</u>	<u>No. of Shareholders</u>
31 <sup>st</sup> March, 2010	160
31 <sup>st</sup> March, 2011	157
31 <sup>st</sup> March, 2012	157

9) Distribution of Shareholding as on 31<sup>st</sup> March, 2012

RANGE In No. of Shares		RANGE In value of Shares		No. of Share Holders	% to Total Holders	No. of Shares	% of Total Holdings
Up to	500	Up to	5000	116	73.89	38650	16.06
501 to	1000	5010 to	10000	12	7.64	8500	3.53
1001 to	2000	10010 to	20000	NIL	NIL	NIL	NIL
2001 to	3000	20010 to	30000	3	1.91	7050	2.93
3001 to	4000	30010 to	40000	3	1.91	10850	4.51
4001 to	5000	40010 to	50000	4	2.55	19250	8.00
5001 to	10000	50010 to	100000	15	9.55	90100	37.43
10001 to	above	100010 to	above	4	2.55	66300	27.54
<b>TOTAL</b>				<b>157</b>	<b>100.00</b>	<b>240700</b>	<b>100.00</b>

RESIDENT INDIANS	150	95.54	158050	65.67
DOMESTIC COMPANIES	4	2.55	38350	15.93
NON RESIDENT INDIANS	NIL	-	NIL	-
FOREIGN COMPANIES	NIL	-	NIL	-
MUTUAL FUNDS	NIL	-	NIL	-
BANKS	NIL	-	NIL	-
DIRECTORS/RELATIVES	3	1.91	44300	18.40
<b>TOTAL</b>	<b>157</b>	<b>100.00</b>	<b>240700</b>	<b>100.00</b>

For and on behalf of the Board,



Director

Regd. office:  
8, Bentinck Street,  
Kolkata - 700 001

Date: 17.08.2012

**Certificate to the members of KCIL Limited on compliance of the conditions of Corporate Governance for the period ended March 31, 2012 under clause 49 of the listing agreements with relevant Stock Exchange.**

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We have examined the compliance of the conditions of Corporate Governance by KCIL Limited, for 12 months period ended on March 31, 2012, as stipulated in clause 49 of the listing agreements of the said Company with relevant Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned listing agreements.

As required by the Guidance Note on Certification of Corporate Governance issued by the Institute of Company Secretaries of India, we state that no grievances are pending as on March 31, 2012 against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 17.08.2012



For N K Jain & Co,  
Chartered Accountants,  
Firm Regn. No. 304078E

A handwritten signature in black ink, appearing to read "N K Jain".

N K Jain  
Proprietor  
M.No:005976