



KUDREMUKH

ಐಸೋ 9001, 14001 ಮತ್ತು
ಓಹೆಸ್‌ಎಸ್‌ಎಸ್ 18001 ಸಂಸ್ಥೆ
ಆರ್‌ಐ‌ಎಸ್‌ಓ 9001, 14001 ಮತ್ತು
ಒಇಎಸ್‌ಎಸ್‌ಎಸ್ 18001 ಕಂಪನಿ
ISO 9001, 14001 &
OHSAS 18001 COMPANY

ಕೆಐಓಸಿಎಲ್ ಅಬುಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೊಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :
೨ನೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ
ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೬೬

ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೨೧೫೩-೫೯೪೧

ವೆಬ್ ಸೈಟ್ : www.kioclltd.in

के आई ओ सी एल लिमिटेड

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय :
॥ ब्लॉक, कोरमंगला,
बेंगलूर - 560 034.

कार्यालय : 080-25531461 - 66

फेक्स : 080-25532153-5941

वेबसाईट : www.kioclltd.in

KIOCL LIMITED

(A Government of India Enterprise)

Registered Office :
॥ Block, Koramangala,
Bengaluru - 560 034.

Telephone : 080-25531461 - 66

Fax : 080-25532153-5941

Website : www.kioclltd.in

CIN : L13100KA1976GOI002974

No. S/BC/1 (18-5)/2020/531

October 20, 2020

National Stock Exchange of India Limited Scrip Code: KIOCL Through: NEAPS
BSE Limited Scrip Code: 540680, Scrip Name: KIOCL Through: BSE Listing Centre
Metropolitan Stock Exchange of India Limited Scrip Code: KIOCL Through: mylisting

Dear Sir/Madam,

Sub: Buyback of equity shares by KIOCL Limited ("Company") – Board Resolution

The Board of Directors ("Board") of the Company at its meeting held on October 19, 2020, has unanimously approved a proposal for the buyback of 1,41,74,469 (One Crore Forty-One Lakhs Seventy-Four Thousand Four Hundred Sixty-Nine) equity shares of the face value of Rs. 10/- each representing 2.28% of the total number of equity shares in the paid-up share capital of the Company from the shareholders of the Company at a price of Rs. 110/- (Rupees One Hundred Ten only) per equity share (the "Buyback Offer Price") payable in cash for an aggregate consideration not exceeding Rs. 155.92 Crore (Rupees One Hundred Fifty Five Crores and Ninety Two Lakhs only) (the "Buyback Offer Size") (exclusive of taxes) representing 8.25% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2020 (the last audited standalone financial statements available as on the date of Board meeting recommending the proposal of the Buyback) in terms of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended ("Buyback Regulations").

In compliance with Regulation 5(vii) of the Buyback Regulations, we are enclosing herewith a copy of the board resolution passed at the meeting of the Board on October 19, 2020.

The Company will provide relevant updates in relation to the Buyback as per applicable law in due course.

Thanking you,

Yours faithfully,
For KIOCL Limited,


(P.K. Mishra)

Company Secretary & Compliance officer

Encl: as above



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EXTRACTS FROM THE MINUTES OF THE 268TH MEETING OF THE BOARD OF DIRECTORS OF KIOCL LIMITED, HELD ON MONDAY, 19TH OCTOBER, 2020 AT 14.30 HRS. THROUGH VIDEO-CONFERENCE (VC) AT II BLOCK, KORAMANGALA, BANGALORE-560 034 AND THE MEETING CONCLUDED AT 16:45 HRS

4839. ItemNo.3: Buy-Back of Equity Shares of KIOCL Ltd

"RESOLVED THAT pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable, and other relevant rules made thereunder, each as amended from time to time (the "**Companies Act**"), and in accordance with Article 7A of the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended (the "**Buyback Regulations**"), and any statutory modification(s) or re-enactment thereof, for the time being in force and, subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("**SEBI**"), Ministry of Corporate Affairs/ Registrar of Companies, Bangalore, Karnataka (the "**ROC**") and/ or other authorities, institutions or bodies (the "**Appropriate Authorities**"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "**Board**" which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buy-back of not exceeding **1,41,74,469 (One Crore Forty-One Lakhs Seventy-Four Thousand Four Hundred Sixty-Nine)** fully paid-up equity shares of face value of Rs. 10 each (representing **2.28%** of the total number of fully paid-up equity shares in the paid-up share capital of the Company) at a price of **Rs. 110/- (Rupees One Hundred Ten only)** per equity share (the "**Buy Back Offer Price**") payable in cash for an aggregate consideration not exceeding **Rs. 155.92 Crores (Rupees One Hundred Fifty Five Crores and Ninety Two Lakhs only)** (exclusive

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of taxes) (the "**Buyback Offer Size**") (excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes *inter alia* including buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses) being 8.25% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company, respectively, for the financial year ended March 31, 2020 and is within the statutory limits of 10% (Ten Percent) of the aggregate of the fully paid-up equity share capital and free reserves under the Board of Directors approval route as per the provisions of the Companies Act, 2013 from the equity shareholders of the Company, as on the record date, on a proportionate basis, through the **Tender Offer** route as prescribed under the Buyback Regulations (hereinafter referred to as the "**Buyback**")."

"RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses."

"RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 or such other circulars or notifications, as may be applicable and the Company shall approach the stock exchange(s), as may be required, for facilitating the same."

"RESOLVED FURTHER THAT such Buyback shall be made out of the Company's free reserves and / or such other sources, and on such terms and conditions as the Board or a duly constituted committee thereof may decide from time to time, as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the



shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under the Buyback Regulations."

"RESOLVED FURTHER THAT all of the shareholders of the Company, as on the record date, including the promoters and members of the promoter group, will be eligible to participate in the Buy-back, except any shareholders who may be specifically prohibited under the Buy-back Regulations or any other applicable laws."

"RESOLVED FURTHER THAT confirmation is hereby made by the Board of Directors that:

- a) all equity shares of the Company are fully paid up;
- b) the Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the date of this Board Meeting;
- c) the Company shall not issue and allot any shares or other specified securities including by way of bonus, till the date of closure of this Buyback;
- d) the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations;
- e) the Company shall not Buy back its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- f) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- g) Company shall not use borrowed funds from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buyback;
- h) As per the provisions of Section 68(8) of the Companies Act, 2013, the Company will not issue same kind of shares within a period of 6



months after the completion of the Buyback except by way of bonus issue;

- i) Company shall not directly or indirectly purchase its equity shares:
 - through any subsidiary company including its own subsidiary companies, if any or
 - through any investment company or group of investment companies;
- j) the Company shall not Buyback the locked-in equity shares or other specified securities, if any and non-transferable equity shares or other specified securities, if any, till the pendency of the lock-in or till the equity shares or other specified securities become transferable;
- k) Company shall not withdraw the Buyback after the public announcement of the offer of has been made;
- l) Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and / or the Buyback Regulations and any other applicable laws;
- m) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback, based on standalone financial statements of the Company, as prescribed under the Companies Act, 2013 and rules made thereunder and Buyback Regulations;
- n) Company shall transfer from its free reserves or securities premium account and / or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
- o) the consideration for the Buyback shall be paid only by way of cash;
- p) the aggregate amount of the Buy-back i.e. **Rs. 155.92 Crores (Rupees One Hundred Fifty Five Crores and Ninety Two Lakhs only)** (exclusive of taxes) i.e. 8.25% of the total paid-up Equity Share capital and free reserves of the Company is as per the latest audited standalone financial statements of the Company for the financial year ended March 31, 2020 and that the maximum number of Equity Shares proposed to be purchased under the Buy-back i.e. **1,41,74,469 (One Crore Forty One Lakhs Seventy-Four**



Thousand Four Hundred Sixty-Nine) fully paid-up equity shares of face value of Rs 10 each (representing 2.28% of the total number of fully paid-up equity shares in the paid-up share capital of the Company) Equity Shares does not exceed 25% of the total number of Equity Shares of the paid-up Equity Share Capital of the Company;

- q) the Buyback shall not result in delisting of the Equity Shares from the stock exchanges;
- r) the Company has been in compliance with sections 92, 123, 127 and 129 of the Companies Act, 2013; and
- s) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date."

"RESOLVED FURTHER THAT as required by Clause (x) of Schedule I under Regulation 5 of the Buyback Regulations, the Board hereby confirms that the Board of Directors have made a full enquiry into the affairs and prospects of the Company and that based on such inquiry, the Board of Directors has formed an opinion that:

- a) Immediately following the date of this Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this Board Meeting, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting; and
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company was being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or Insolvency and Bankruptcy Code 2016, as the case may be, including prospective and contingent liabilities."



"RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders including the Promoter of the Company as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**") and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended ("**SEBI Takeover Regulations**") as the Board may consider appropriate, from out of its free reserves and / or Surplus in the statement of profit and loss and / or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit."

"RESOLVED FURTHER THAT the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the Meeting be and is hereby approved and Chairman-cum-Managing Director and Director (Finance) be and are hereby authorized to finalize and sign the same, for and on behalf of the Board, and Company Secretary be and is hereby authorized to file the same with the ROC and the SEBI."

"RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors, Foreign Portfolio Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 as amended and the rules and regulations framed there under, if any."

"RESOLVED FURTHER THAT no information / material likely to have a bearing on the decision of the investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / misrepresentation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to mis-statement / misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and Buyback Regulations."

"RESOLVED FURTHER THAT the approval of Board be and is hereby accorded for appointment of IDBI Capital Markets & Securities Limited as Manager and

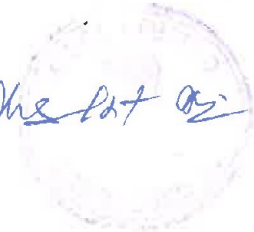


Broker to the Buyback and for other services related to the Buyback at a fee and on the terms & conditions as mutually agreed with them."

"RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for constitution of a Committee comprising of Chairman-cum-Managing Director, Director [Finance] and Director [Commercial] ("Buyback Committee") to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to:

- a) appoint any intermediaries / agencies / persons as may be required for the purposes of the Buyback and decide, settle and vary the remuneration for all such intermediaries / agencies/ persons, including by the payment of commission, brokerage, fee, charges etc.
- b) entering into escrow arrangements as required in terms of the Buyback Regulations;
- c) finalizing the terms of buyback like the mechanism for the buyback, record date, entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;
- d) opening, operation and closure of all necessary accounts including bank accounts, escrow bank account, special escrow bank account, depository accounts (including escrow account), trading account with the Merchant Banker / Broker / Manager to the Buyback, for the purpose of payment and authorizing persons to operate the said accounts;
- e) making all applications to the Appropriate Authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- f) preparing, approving, signing and filing of the Buyback public announcement, draft letter of offer / letter of offer;
- g) deciding the designated stock exchange;
- h) approving the date of opening and closing of Buyback, acceptances of shares tendered by the shareholders in the Buyback;
- i) approving extinguishment of dematerialized shares and physical destruction of share certificates as required under applicable law;

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- j) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities;
- k) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
- l) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback;
- m) to delegate all or any of the authorities conferred on them to any Director(s) / Officer(s)/ Authorized Signatory(ies)/ Representative(ies) of the Company;
- n) to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof;
- o) creating, maintaining, requisite statutory registers and records and furnishing requisite returns to appropriate authorities;
- p) to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-back; and
- q) to do all such acts as it may, in its absolute discretion deem necessary, expedient or proper for the implementation of the Buyback.

"RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for fixing **Friday, the 30th October, 2020** as the Record Date for ascertaining the eligibility of the Shareholders to participate in the Buyback of equity shares of the Company."

"RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback."



"RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and / or any obligation on the Company or the Board or the Buyback Committee to Buyback any shares and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by Law."

"RESOLVED FURTHER THAT the Company shall maintain a register of shares bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register."

"RESOLVED FURTHER THAT Chairman-cum-Managing Director be and is hereby authorized to nominate any officer of the Company for negotiating, signing and executing necessary documents, undertaking, documents, letters, offers, agreements etc. for an on behalf of the Company."

"RESOLVED FURTHER THAT any of the Directors of the Company and /or the Company Secretary, be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs / Registrar of Companies and any other statutory authority and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions."



पी.के. मिश्रा / P.K. MISHRA
बंगनी सचिव / Company Secretary
के आई ओ सी एल लिमिटेड / KIOCL LIMITED
II ब्लॉक, कोरमंगला, बंगलूरु - 560 034.
II Block, Koramangala, Bengaluru - 560 034