

ಕೆಐಒಸಿಎಲ್ ಅಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

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

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೭೦
ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೧೫೩-೫೯೪೧
ವೆಬ್ ಸೈಟ್ : www.kioclltd.in

के आई ओ सी एल लिमिटेड

(भारत सरकार का उद्यम)

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

कार्यालय : 080-25531461-70
फेक्स : 080-25532153-5941
वेबसाइट : www.kioclltd.in

KIOCL LIMITED

(A Government of India Enterprise)

Registered Office :
II Block, Koramangala.
Bangalore - 560 034.

Telephone : 080-25531461-70
Fax : 080-25532153-5941
Website : www.kioclltd.in
CIN : L13100KA1976PLC002974



ಐಸೋ 9001, 14001 ಮತ್ತು
ಓಹೆಸ್‌ಎಸ್‌ಎಸ್ 18001 ಸಂಸ್ಥೆ
आई एस ओ 9001, 14001 तथा
ओएचएसएस 18001 कम्पनी
ISO 9001, 14001 &
OHSAS 18001 COMPANY

No. S/BC/1 (18-5)/2018/759

July 9, 2018

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: Corporate Governance Report under regulation 27(2) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

In pursuance to regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, find enclosed the compliance report on Corporate Governance for the 1st quarter ended on 30th June 2018 in Annexure – I

Thanking you,

Yours faithfully,
For KIOCL Limited,

(S. K. Padhi)
Company Secretary

ANNEXURE - I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **KIOCL Limited**
2. Quarter ending - **30-Jun-2018**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation	Tenure	No. of Directorships in listed entity including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of positions in Audit / Stakeholder Committee(s) including this listed entity
Mr.	MV Subba Rao	06495576	ACWPM1673M	C & ED	30-Jan-2018	30-Jun-2021		1	0	0
Mr.	N Vidyananda	06729244	AAVPM7240C	ED	01-Nov-2013	31-Oct-2018		1	2	0
Mr.	SK Gorai	07223221	AFAPG2288P	ED	11-Nov-2016	10-Nov-2021		1	1	0
Mr.	Saraswati Prasad	07729788	ACYPP2298R	NED,ND	08-Feb-2017			5	0	0
Mr.	T Srinivas	07238361	ACKPT5437G	NED,ND	15-Jul-2015			2	0	0
Mr.	Madhav Lal	06547581	AAFPL3721J	ID	27-Nov-2015	26-Nov-2018	3	1	2	1
Ms.	Deepika Sharma	07734495	AKAPS6185L	ID	10-Feb-2017	30-Jan-2020	3	1	2	1

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	N Vidyananda	ED	Member
2	Madhav Lal	ID	Chairperson
3	Deepika Sharma	ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Deepika Sharma	ID	Chairperson
2	SK Gorai	ED	Member
3	N Vidyananda	ED	Member
4	Madhav Lal	ID	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Madhav Lal	ID	Chairperson
2	MV Subba Rao	C & ED	Member
3	T Srinivas	NED,ND	Member
4	Deepika Sharma	ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting(if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive(in number of days)</i>
30-Jan-2018	22-May-2018	63
19-Mar-2018		

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met(details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee		YES	30-Jan-2018	63
Audit Committee	22-May-2018	YES	19-Mar-2018	

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations,2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations,2015 - **Yes**
5. a. This report and / or the report submitted in the previous quarter has been placed before Board of Directors.- **Yes**
 b. Any comments / observations / advice of Board of Directors may be mentioned here:

In pursuance to Reg. 17 of SEBI (LODR) Reg., 2015, 6 Independent Directors (ID's) are required on the Board of KIOCL, however, at the end of the 1st Qtr., only 2 ID's are on the Board & 4 ID's post is vacant. The appointment of 4 ID's is under the consideration of Government of India

Name :
Designation :


SK PADHI
Company Secretary & Compliance Office