

ಕೆಐಒಸಿಎಲ್ ಅಬಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)
ನೊಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :
೨ನೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ
ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.
ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೭೦
ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೧೫೩-೫೯೪೧
ವೆಬ್ ಸೈಟ್ : www.kiocltd.in

के आई ओ सी एल लिमिटेड

(भारत सरकार का उद्यम)
पंजीकृत कार्यालय :
II ब्लॉक, कोरमंगला,
बेंगलूर - 560 034.
कार्यालय : 080-25531461 - 70
फैक्स : 080-25532153-5941
वेबसाइट : www.kiocltd.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.kiocltd.in
CIN : L13100KA1976GOI002974



ಐಎಸ್ಒ 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 (18-11)/2017/ 1305

October 11, 2017

National Stock Exchange of India Limited Through: NEAPS KIOCL
BSE Limited Through: BSE Listing Centre KIOCL/540680
Metropolitan Stock Exchange of India Limited Through: mylisting KIOCL

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 2nd quarter and 6 months ended on 30th September 2017 in Annexure – I & III.

Thanking you,

Encl: As above.

Yours faithfully,
For KIOCL Limited,

(S. K. Padhi)
Company Secretary

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: - KIOCL Limited

2. Quarter ending: - 30th September 2017

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN's & DIN	Category (Chairperson /Executive/N on Executive/Independent/Nominee) &	Date of Appt. in the current term /cessation	Tenure* (in Yrs)	No of Directorship in listed entities including this entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this entity (Refer Regulation 26(1) of Listing Regulations)	
Mr	M.V. Subba Rao	ACWPM1673M 06495576	Chairperson	01/02/2013 31/01/2018	-	1	1	-	
Mr	N. Vidyananda	AAVPM7240C 06729244	Executive	01/11/2013 31/10/2018	-	1	1	-	
Mr	S.K. Gorai	AFAPG2288P 07223221	Executive	11/11/2016 10/11/2021	-	1	1	-	
Mr	Saraswati Prasad	ACYPP2298R 07729788	Nominee	08/02/2017	-	3	-	-	
Mr	T. Srinivas	ACKPT5437G 07238361	Nominee	15/07/2015	-	1	-	-	
Mr	Madhav Lal	AAFPL3721J 06547581	Independent	27/11/2015 26/11/2018	3	1	2	1	
Ms	Deepika Sharma	AKAPS6185L 07734495	Independent	10/02/2017 30/01/2020	3	1	2	1	

\$PAN number of any Director would not be displayed on the website of Stock Exchange & Category of Directors means executive/non-executive/Independent/Nominee. If a Director fits into more than one category write all categories

separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**** Ministry of Steel vide order No. 5(3)/2016-BLA dated 30th June 2017 assigned the additional charge of the post of Chairman-cum-Managing Director of KIOCL Limited to Sri MV Subba Rao, Director (Commercial), for a period of three months w.e.f. 01.07.2017, subsequently vide Order No. 5/3/2016-BLA(Pt.) dated 25th August 2017 extended the additional charge of Chairman-cum-Managing Director of KIOCL to Sri MV Subba Rao for a further period of three months w.e.f. 01.10.2017 or till the regular incumbent joins the post or until further orders, whichever is the earliest.**

II. Composition of Committees		
Name of Committee	Name of Committee members (S/Sri)	Category (Chairperson/Executive/Nonexecutive/independent/Nominee) \$
1. Audit Committee & Risk Management Committee	Madhav Lal Dr. Deepika Sharma MV Subba Rao	Chairman, Independent Director Independent Director Executive, Director (Commercial)
2. Nomination & Remuneration Committee	Madhav Lal Dr. Deepika Sharma T. Srinivas	Chairman, Independent Director Independent Director Govt. Nominee Director
3. Stakeholders Relationship Committee'	Dr. Deepika Sharma Madhav Lal N. Vidyananda SK Gorai	Chairman, Independent Director Independent Director Executive, Director (Production & Projects) Executive, Director (Finance)
& Category of directors means executive/ non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
29/05/2017	01/08/2017	63 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit & Risk Management Committee 01/08/2017	Yes	29/05/2017	63 days
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) refer note below	
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	
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: - In pursuance to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Six Independent Directors are required on the Board of KIOCL, however, at the end of 2nd Quarter, only two Independent Directors are on the Board and four Independent Directors position are lying vacant. The appointments of four Independent Director are under the consideration of Govt. of India.</p>			

2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: -
- a. Audit Committee & Risk Management Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
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.
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.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors and Board noted the same.


Name & Designation



SK Padhi
Company Secretary & Compliance Officer

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No, Not present due to prior commitments
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No, Not present due to prior commitments
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
Name & Designation  SK Padhi Company Secretary & Compliance Officer		