

ಕೆಐಒಸಿಎಲ್ ಅಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೊಂದಾಯಿತ 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



ಐಎಸ್ಒ 9001, 14001 ಮತ್ತು
ಓಹೆಸ್‌ಎಸ್‌18001 ಸಂಸ್ಥೆ
आई एस ओ 9001, 14001 तथा
ओएचएसएस 18001 कम्पनी
ISO 9001, 14001 &
OHSAS 18001 COMPANY

No. S/BC/1 (18-5)/2018/1110

October 10, 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 2nd quarter ended on 30th September, 2018 in Annexure – I & III

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-Sep-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 Directors listed including this listed entity
Mr.	MV Subba Rao	06495576	ACWPM1673M	C & ED	30-Jan-2018	30-Jun-2021			1
Mr.	N Vidyananda	06729244	AAVPM7240C	ED	01-Nov-2013	29-Feb-2020			1
Mr.	SK Gorai	07223221	AFAPG2288P	ED	11-Nov-2016	10-Nov-2021			1
Mr.	Saraswati Prasad	07729788	ACYPP2298R	NED,ND	08-Feb-2017	-			3
Mr.	T Srinivas	07238361	ACKPT5437G	NED,ND	15-Jul-2015	-			2
Mr.	Madhav Lal	06547581	AAFPL3721J	ID	27-Nov-2015	26-Nov-2018	3		1
Ms.	Deepika Sharma	07734495	AKAPS6185L	ID	10-Feb-2017	30-Jan-2020	3		1

II. Composition of Committees

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

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

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

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

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>
22-May-2018	31-Jul-2018 18-Sep-2018	69

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	31-Jul-2018	3	22-May-2018	69
Audit Committee		3	22-May-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 : SK PADHI
Designation : Company Secretary & Compliance Office

ANNEXURE - III

Affirmations

Broad Heading	Regulation Number	Compliance Status
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)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
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. **Non Compliance to Regulation 18(1)(d) and 19(3) as Chairman, Audit Committee and Nomination & Remuneration Committee could not attend the Annual General Meeting due to prior commitments.**
3. If the Listed Entity would like to provide any other information the same may be indicated here.



Name : SK Padhi
Designation : Company Secretary