

ಕೆಐಒಸಿಎಲ್ ಅಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :
೨ನೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ
ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೭೦
ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೧೪೬೧-೫೯೪೧
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
फेक्स : 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 : L13100KA1976PLC002974ಇಎಸ್‌ಐ 9001, 14001 ಮತ್ತು
ಓಹೆಸ್‌ಎಸ್‌ಎಸ್‌ಎಸ್ 18001 ಸಂಸ್ಥೆ
आई एस ओ 9001, 14001 तथा
ओएचएसएसएस 18001 कम्पनी
ISO 9001, 14001 &
OHSAS 18001 COMPANY

No. S/BC/1 (18-5)/2019/11

January 5, 2019

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 3rd quarter ended on 31st December, 2018 in Annexure – I.

Thanking you,

Yours faithfully,
For KIOCL Limited,(P.K. Mishra)
Company Secretary

ANNEXURE - I**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity **-KIOCL Limited**
2. Quarter ending **- 31-Dec-2018**

I. Composition of Board of Directors										
Title	Name of the Director	DIN	PAN	Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of membership in Audit/Stakeholder Committee Including this listed entity	No of post of Chairpersons on in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	MV SUBBA RAO	06495576	ACWPM167M	C & ED	30-Jan-18			1	0	0
Mr.	N VIDYANANDA	06729244	AAVPM7240C	ED	01-Nov-16			1	2	0
Mr.	SK GORAI	07223221	AFAPG2288P	ED	11-Nov-16			1	1	0
Mr.	SARASWATI PRASAD	07729788	ACYPP2298R	NED,ND	08-Feb-17			3	0	0
Mr.	T SRINIVAS	07238361	ACKPT5437G	NED,ND	15-Jul-15			2	0	0
Mr.	MADHAV LAL	06547581	AAFPL3721J	ID	19-Nov-18		12	1	2	1
Ms.	DEEPIKA SHARMA	07734495	AKAPS6185L	ID	10-Feb-17		36	1	2	1
Mr.	JAGDISH PURUSHOTTAM JOSHI	03385677	ACGPJ2662R	ID	14-Dec-18		36	1	0	0

II. Composition of Committees**Audit Committee**

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

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 – NOT APPLICABLE

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
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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		
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 (in number of days)
31-Jul-2018	05-Oct-2018	38
18-Sep-2018	13-Nov-2018	

IV. Meeting of Committees				
Name of the committee	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(in number of days)
Audit Committee	13-Nov-2018		31-Jul-2018	104

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

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – **No**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- 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**
- 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) Reg., 2015.- **Yes**
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors.- **Yes**
 - Any comments / observations / advice of Board of Directors may be mentioned here:

The Board at its Meeting held on 13/11/2018 noted the penalty imposed by the exchange for non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 with regard to composition of the Board and opined that the appointment of Independent Directors on the Board of CPSEs including KIOCL is done by the Government of India. Accordingly, the Board advised being a policy matter, the Company to refer the matter to the administrative Ministry i.e. Ministry of Steel for filling the vacant post of Independent Directors in compliance with SEBI (LODR) Regulations, 2015 and seek exemption from payment of fine levied by the stock exchanges.

Mishra, K. T. 11/12/18

Name : Pushp Kant Mishra
Designation : Compliance Officer