

ಕೆಐಓಸಿಎಲ್ ಅಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :
ಐಐ ಬ್ಲಾಕ್, ಕೋರಮಂಗಲ
ಬೆಂಗಳೂರು - 560 034.

ದೂರವಾಣಿ : 080-25531461-70
ಫ್ಯಾಕ್ಸ್ : 080-25532153-5941
ವೆಬ್ ಸೈಟ್ : www.kiocltd.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.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 : L13100KA1976PLC002974



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

No. S/BC/1 (18-5)/2019/362

April 11, 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 4th quarter ended on 31st March, 2019 in Annexure – I & II

Thanking you,

Yours faithfully,
For KIOCL Limited,

(P. K. Mishra)
Company Secretary &
Compliance Officer

Encl: as above

ಪರಿಸರ-ನಮ್ಮ ಧ್ಯೇಯ ನಮ್ಮ ಧ್ಯಾನ ಪಾರಿಸ್ಥಿತಿಕಿ-ಹಮಾರಿ ಲಕ್ಷ್ಯ ಹಮಾರಿ ನಿಷ್ಠಾ **ECOLOGY-OUR MISSION OUR OBSESSION**

ANNEXURE - I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **-KIOCL Limited**
2. Quarter ending **- 31-Mar-2019**

i. Composition Of Board Of Director

| Title | Name of the Director | DIN | PAN | Category | Date of Appointment | Date of Cessation | Tenure | No of Directorship in listed entity including his listed entity | No of memberships in Audit/Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/Stakeholder Committee held in listed entity including his listed entity | Membership in Committees of the Company |
|-------|---------------------------|----------|------------|----------|---------------------|-------------------|--------|---|--|--|---|
| Mr. | MV SUBBARAO | 06495576 | ACWPM1673M | C & ED | 30-Jan-2018 | | | 1 | 0 | 0 | NA |
| Mr. | N VIDYANANDA | 06729244 | AAVPM7240C | ED | 01-Nov-2016 | | | 1 | 2 | 0 | NA |
| Mr. | SK GORAI | 07223221 | AFAPG2288P | ED | 11-Nov-2016 | | | 1 | 1 | 0 | NA |
| Mr. | SARASWATI PRASAD | 07729788 | ACYPP2298R | NED,ND | 08-Feb-2017 | | | 3 | 0 | 0 | NA |
| Mr. | T SRINIVAS | 07238361 | ACKPT5437G | NED,ND | 15-Jul-2015 | | | 2 | 0 | 0 | NA |
| Mr. | MADHAV LAL | 06547581 | AAFPL3721J | ID | 19-Nov-2018 | | 12 | 1 | 2 | 0 | NA |
| Ms. | DEEPIKA SHARMA | 07734495 | AKAPS6185L | ID | 10-Feb-2017 | | 36 | 1 | 2 | 1 | NA |
| Mr. | JAGDISH PURUSHOTTAM JOSHI | 03385677 | ACGPI2662R | ID | 14-Dec-2018 | | 36 | 1 | 1 | 1 | AC |
| Mr. | T SAMINATHAN | 08291153 | ABHPS5092G | ED | 09-Jan-2019 | | | 1 | 0 | 0 | NA |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|---------------------------|----------|------------------------|------------------|----------------|
| 1 | Madhav Lal | ID | Member | 08-Feb-2019 | |
| 2 | N Vidyananda | ED | Member | 19-Mar-2018 | |
| 3 | Deepika Sharma | ID | Member | 25-Feb-2017 | |
| 4 | JAGDISH PURUSHOTTAM JOSHI | ID | Chairperson | 08-Feb-2019 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Deepika Sharma | ID | Chairperson | 25-Feb-2017 | |
| 2 | Madhav Lal | ID | Member | 25-Feb-2017 | |
| 3 | N Vidyananda | ED | Member | 16-May-2014 | |
| 4 | SK Gorai | ED | Member | 25-Feb-2017 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

| | |
|---|--|
| Company Remarks | |
| Whether Permanent chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | MV Subba Rao | C & ED | Member | 13-Nov-2017 | |
| 2 | Deepika Sharma | ID | Member | 25-Feb-2017 | |
| 3 | T Srinivas | NED,ND | Member | 02-Aug-2016 | |
| 4 | Madhav Lal | ID | Chairperson | 02-Aug-2016 | |

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

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 |
|---|---|
| 05-Oct-2018 | 08-Feb-2019 |
| 13-Nov-2018 | 26-Mar-2019 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 86 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Requirement of Quorum met (details) | Whether requirement of Quorum met (Yes/No) |
|-----------------------|--|---|-------------------------------------|--|
| Audit Committee | 13-Nov-2018 | 08-Feb-2019 | | Yes |
| Audit Committee | | 26-Mar-2019 | | Yes |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 86 |

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 |

| | |
|--|--|
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|--|--|

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:

The Board at its Meeting held on 08/02/2019 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.



Name : **Pushp Kant Mishra**
Designation : **Company Secretary & Compliance Officer**

**Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year)**

| I. Disclosure on website in terms of Listing Regulations | | | |
|---|--------------------------------------|--------------------------|---|
| Item | Compliance status (Yes/No/NA) | Company Remark | Website |
| Details of business | Yes | | www.kioclltd.in/user/cms/50 |
| Terms and conditions of appointment of independent directors | Yes | | www.kioclltd.in/user/cms/344 |
| Composition of various committees of board of directors | Yes | | www.kioclltd.in/user/cms/295 |
| Code of conduct of board of directors and senior management personnel | Yes | | www.kioclltd.in/user/cms/87 |
| Details of establishment of vigil mechanism / Whistle Blower policy | Yes | | www.kioclltd.in/user/cms/99 |
| Criteria of making payments to non-executive directors | Yes | | www.kioclltd.in/user/cms/344 |
| Policy on dealing with related party transactions | Yes | | www.kioclltd.in/user/cms/90 |
| Policy for determining 'material' subsidiaries | Not Applicable | | |
| Details of familiarization programs imparted to independent directors | Yes | | www.kioclltd.in/user/cms/360 |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.kioclltd.in/user/cms/109 |
| Email address for grievance Redressal and other relevant details | Yes | | www.kioclltd.in/user/cms/108 |
| Financial results | Yes | | www.kioclltd.in/user/cms/105 |
| Shareholding pattern | Yes | | www.kioclltd.in/user/cms/282 |
| Details of agreements entered into with the media companies and / or their associates | Not Applicable | | |
| New name and the old name of the listed entity | Not Applicable | | |
| II Annual Affirmations | | | |
| Particulars | Regulation Number | Compliance status | Company Remark |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility' | 16(1)(b)&25(6) | Yes | |
| Board composition | 17(1) | No | In pursuance to Regulation 17 of SEBI LODR 2015, Six Independent Directors are required on the Board of KOCL, however, at the end of the 4th quarter, only three Independent Directors are on the Board and three Independent Directors post is lying vacant. The appointments of Independent Directors are |
| Meeting of Board of directors | 17(2) | Yes | |
| Review of Compliance Reports | 17(3) | Yes | |
| Plans for orderly succession for appointments | 17(4) | Not Applicable | |
| Code of Conduct | 17(5) | Yes | |
| Fees / compensation | 17(6) | Yes | |
| Minimum Information | 17(7) | Yes | |
| Compliance Certificate | 17(8) | Yes | |
| Risk Assessment & Management | 17(9) | Not Applicable | |
| Performance Evaluation of Independent Directors | 17(10) | Not Applicable | |
| Composition of Audit Committee | 18(1) | Yes | |
| Meeting of Audit Committee | 18(2) | Yes | |
| Composition of nomination & remuneration committee | 19(1)&(2) | Yes | |
| Composition of Stakeholder Relationship Committee | 20(1)&(2) | Yes | |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Not Applicable | |
| Vigil Mechanism | 22 | Yes | |
| Policy for related party Transaction | 23(1),(5),(6),(7)&(8) | Yes | |


| | | | |
|---|-----------------------|----------------|--|
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2),(3) | Not Applicable | |
| Approval for material related party transactions | 23(4) | Not Applicable | |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable | |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5)&(6) | Not Applicable | |
| Maximum Directorship & Tenure | 25(1)&(2) | Yes | |
| Meeting of independent directors | 25(3)&(4) | Yes | |
| Familiarization of independent directors | 25(7) | Yes | |
| Memberships in Committees | 26(1) | Yes | |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| Policy with respect to Obligations of directors and senior management | 26(2)&26(5) | Yes | |

| | |
|--------------------------|--|
| Other Information | In pursuance to Regulation 17 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, Six Independent Directors are required on the Board of KOCL, however, at the end of the 4th quarter, only three Independent Directors are on the Board and three Independent Directors post is lying vacant. The appointments of Independent Directors are under the consideration of Govt.of India. |
|--------------------------|--|

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

| | |
|--------------------------|--|
| Other Information | |
|--------------------------|--|


Name : **Pushp Kant Mishra**
Designation : **Company Secretary & Compliance Officer**