

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

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 : L13100KA1976PLC002974



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

No. S/BC/1 (18-5)/2018/1299

November 17, 2018

National Stock Exchange of India Limited Symbol: KIOCL Through: NEAPS
BSE Limited Scrip Code: 540680, Abbreviated Name: KIOCL Through: BSE Listing Centre
Metropolitan Stock Exchange of India Limited Symbol: KIOCL Through: mylisting

Dear Sir/Madam,

Ref.: - Symbol: KIOCL; ISIN: INE880L01014

Sub. : Completion of Extinguishment of total of 1,25,88,235 fully paid up Equity Shares of ₹ 10 each of KIOCL Limited ("Company") & Reconciliation of the Share Capital of the Company.

Pursuant to the Public Announcement dated September 18, 2018 and published on September 19, 2018 ("the **Public Announcement**") and the Letter of Offer dated October 10, 2018 ("the **Letter of Offer**"), the tendering period for the Buyback offer opened on Monday, October 22, 2018 and closed on Friday, November 2, 2018.

In accordance with the provisions of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "**Buyback Regulations**"), this is to inform you that the Company has extinguished 1,25,88,235 fully paid up Equity Shares of ₹ 10/- each. A copy of the letter dated November 16, 2018 of National Securities Depository Limited confirming extinguishment of shares is enclosed herewith as **Annexure A** and a copy of the certificate dated November 14, 2018 by Integrated Registry Management Services Private Limited ("**Registrar to the Buyback**") and M/s Anand and Ponnappan, Chartered Accountants ("**Statutory Auditor of the Company**") and Company as Annexure **B**.

In accordance with the provisions of Regulation 24(iv) of the Buyback Regulations, the following are the details of the Equity Shares bought back by the Company during the Tendering Period and extinguished:

Reconciliation of the Share Capital of the Company (Pre and Post Extinguishment):

SL NO	PARTICULARS	NO OF EQUITY SHARE OF RS 10/- EACH	EQUITY SHARE CAPITAL (RS)
1	ISSUED CAPITAL BEFORE EXTINGUISHMENT OF EQUITY SHARES (A)	63,45,13,800	634,51,38,000
2	EQUITY SHARES IN PHYSICAL FORM EXTINGUSHIED ON NOVEMBER 14, 2018 (B)	300	3,000
3	EQUITY SHARES IN DEMAT/ELECTRONIC FORM TO BE EXTINGUSHIED (C)	1,25,87,935	12,58,79,350
	ISSUED CAPITAL (POST EXTINGUISHMENT) (A-B-C)	62,19,25,565	621,92,55,650



Notes:

1. Paid-up Equity Share Capital of the Company prior to the extinguishment was ₹ 63,451.38 lakhs (63,45,13,800 equity shares of ₹ 10 each).
2. 300 Equity Shares in physical form were tendered and accepted in the Buyback Offer.
3. The Buyback Committee in their meeting held on November 14, 2018 approved the extinguishment of 1,25,88,235 equity shares of ₹ 10 each.

Further, we would like to inform that the above extinguishment has been done as per the provisions of Buyback Regulations.

The number of Equity Shares bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement published and submitted for your records on November 15, 2018 and have been reproduced in **Annexure C** for ease of reference.

The terms used but not defined in this letter shall have the same meaning as assigned in the Public Announcement and the Letter of Offer.

Thanking you,

Yours faithfully,
For KIOCL Limited,

(S. K. Padhi)
Company Secretary

Encl: as above

National Securities Depository Limited



Ref : II/CA/COM/56191/2018

November 16, 2018

The Company Secretary
KIOCL LIMITED
II Block
Koramangala
Bangalore - 560034

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz: Integrated Registry Management Services Private Limited, Bangalore , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE880L01014	KIOCL LIMITED EQ	Debit	1	12,587,935.000	15/Nov/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Asst.Vice President

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date: 16/11/2018 13:07:28
Reason: Authentication
Location: NSDL, Mumbai

**CERTIFICATE OF EXTINGUISHMENT OF PHYSICAL EQUITY SHARES BOUGHT BY
KIOCL LIMITED ("THE COMPANY")**

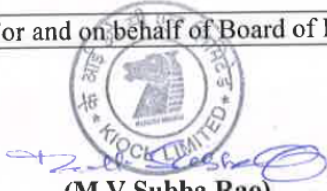


Pursuant to the Public Announcement dated September 18, 2018 and published on September 19, 2018 ("the **Public Announcement**") and the Letter of Offer dated October 10, 2018 ("the **Letter of Offer**"), the tendering period for the Buyback offer opened on Monday, October 22, 2018 and closed on Friday, November 2, 2018.

The Company has accepted under the Buyback **1,25,88,235** (One Crore Twenty Five Lakh Eighty Eight Thousand Two Hundred Thirty Five) Equity Shares, comprising of **1,25,87,935** Equity Shares in dematerialized form and **300** (Three Hundred) Equity Shares in physical form.

A. EQUITY SHARES IN PHYSICAL FORM

Registered Folio No.	Share Certificate Nos.	Distinctive Nos. of Equity Shares		Date of Extinguishment/ Destruction	No. of Equity Shares Extinguished/ Destroyed
		From	To		
0002664	37113	206318001	206318100	14.11.2018	100
	37167	206323401	206323500	14.11.2018	100
	37184	206325101	206325200	14.11.2018	100
Total					300

It is certified that the above physical equity shares of the Company were extinguished/destroyed in compliance with the provisions of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities), Regulation, 2018.

For and on behalf of Board of Directors of KIOCL Limited		
 (M V Subba Rao) Chairman-cum-Managing Director (DIN: 06495576)	 (Swapan Kumar Gorai) Director (Finance) (DIN: 07223221)	 (Suvendu Kumar Padhi) Company Secretary (Membership No: ACS 12329)

<p>For Anand and Ponnappan, Chartered Accountants Firm Regn. No. 000111S  [B Hariharan] Partner Membership no. 207896 </p>	<p>For Integrated Registry Management Services Private Limited (RTA)  [S Vijaygopal] [Vice President] </p>
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Date: November 14, 2018
 Place: Bengaluru

Encl: Confirmation from Registrar to the Buyback and Statutory Auditors dated November 14, 2018 for extinguishment/destruction of Equity shares in physical form.

TO WHOMSOEVER IT MAY CONCERN

Date: November 14, 2018

Extinguishment/Destruction of Physical Share Certificates of KIOCL Limited (the “Company”) Pursuant to Regulation 11(1) of the SEBI (Buy-Back of Securities) Regulation, 2018 from time to time.

Details of Share Certificates Extinguished/Destroyed:

Registered Folio No.	Name of the Shareholder(s)	Share Certificate Nos.	Distinctive Nos. of Equity Shares		Date of Extinguishment/ Destruction	No. of Equity Shares Extinguished/ Destroyed
			From	To		
0002664	RAMESH	37113	206318001	206318100	14.11.2018	100
	CHIMAN	37167	206323401	206323500	14.11.2018	100
	LAL VORA	37184	206325101	206325200	14.11.2018	100
Total						300

We, Shri. S Vijaygopal, Vice President representing Integrated Registry Management Services Private Limited (“Registrar to the Buyback”), Shri.B Hariharan representing Anand and Ponnappan, Chartered Accountants (together, the “Statutory Auditor of the Company”) hereby certify that the Registered folio no.0002664 issued by KIOCL Limited has been destroyed in our presence.

Place: II Block, Koramangala, Bangalore – 560 034

<p>For Anand and Ponnappan, Chartered Accountants Firm Regn. No. 000111S  B Hariharan Partner Membership no.207896</p> 	<p>For Integrated Registry Management Services Private Limited (RTA)  S Vijaygopal Vice President</p> 
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KIOCL LIMITED

(A Government of India Enterprise)
CIN : L13100KA1976GO1002974

Registered & Corporate Office: II Block, Koramangala, Bangalore – 560 034, Karnataka, India
Tel.: 080-25531461-70 | Fax: 080-25532153-5941 | E-mail: cs@kioclltd.com | Website: www.kioclltd.in

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF KIOCL LIMITED
This public announcement (the "Post Buyback Public Announcement") is being made pursuant to the provisions of Regulation 24(vi) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated September 19, 2018 and published on September 20, 2018 (the "Public Announcement") and the Letter of Offer dated October 10, 2018 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- 1.1 KIOCL Limited (the "Company") had announced the Buyback of not exceeding 1,25,88,235 (One Crore Twenty Five Lakh Eighty Eight Thousand Two Hundred Thirty Five) fully paid-up equity shares of face value of ₹10 each ("Equity Shares") from all the existing shareholders/beneficial owners of Equity Shares as on the record date (i.e. Monday, October 1, 2018), on a proportionate basis, through the "Tender Offer" process at a price of ₹170 (Rupees One Hundred Seventy Only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 214 crore (Rupees Two Hundred Fourteen Crore Only) ("Buyback Offer Size"). The Buyback Offer Size represents 9.99 % of the aggregate of the fully paid-up equity share capital and free reserves as per the audited financial statements of the Company for the financial year ended March 31, 2018 (the last audited financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves as per standalone audited financial statements of the Company under the Board of Directors approval route as per the provisions of the Companies Act, 2013. The maximum number of Equity Shares proposed to be bought back represents 1.98% of the total number of Equity Shares in the issued, subscribed and paid-up equity share capital of the Company.
- 1.2 The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" as provided under Buyback Regulations and circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by Securities and Exchange Board of India ("SEBI Circulars").
- 1.3 The Buyback Offer opened on Monday, October 22, 2018 and closed on Friday, November 2, 2018.

2. DETAILS OF BUYBACK

- 2.1 The total number of Equity Shares bought back under the Buyback Offer are 1,25,88,235 (One Crore Twenty Five Lakh Eighty Eight Thousand Two Hundred Thirty Five) Equity Shares at a price of ₹ 170 (Rupees One Hundred Seventy Only) per Equity Share.
- 2.2 The total amount utilized in the Buyback of Equity Shares is ₹ 214 crore (Rupees Two Hundred Fourteen Crore Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.
- 2.3 The Registrar to the Buyback Offer i.e. Integrated Registry Management Services Private Limited (the "Registrar to the Buyback Offer") considered 364 valid bids for 1,32,10,479 (One Crore Thirty Two Lakh Ten Thousand Four Hundred Seventy Nine) Equity Shares in response to the Buyback, resulting in the subscription of approximately 1.05 times the maximum number of shares proposed to be bought back. The details of valid bids received by the Registrar to the Buyback Offer[†] are as follows:

Category of Investor	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Equity Shares Validly tendered	% Response
General category of other Shareholders	1,10,50,461	14	1,30,32,711	117.94%
Reserved category for Small Shareholders	15,37,774	350	1,76,193	11.46%
Total	1,25,88,235	364	1,32,08,904	104.93%

[†]As per the certificate dated November 10, 2018 received from Integrated Registry Management Services Private Limited.

- 2.4 All valid bids have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and Paragraph 19 of the Letter of Offer. The communication of acceptance/rejection has been dispatched by the Registrar to the Buyback Offer to respective Shareholders on Tuesday, November 13, 2018.
- 2.5 The settlement of all valid bids was completed by the Indian Clearing Corporation Limited ("Clearing Corporation") / BSE Limited on Tuesday, November 13, 2018. Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If shareholders' bank account details were not available or if the funds transfer instruction were rejected by Reserve Bank of India/bank, due to any reason, then such funds were transferred to the concerned Shareholder Brokers/ custodians for onward transfer to their respective shareholders.
- 2.6 Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on Tuesday, November 13, 2018 and valid physical Equity Shares tendered in the Buyback have been accepted. The unaccepted demat Equity Shares have been returned to respective Eligible Shareholders by Clearing Corporation on Tuesday, November 13, 2018.
- 2.7 The extinguishment of 1,25,88,235 Equity Shares accepted under the Buyback, comprising of 1,25,87,935 Equity Shares in dematerialized form and 300 Equity Shares in physical form, is currently under process and shall be completed on or before Friday, November 16, 2018.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1 The capital structure of the Company, pre and post Buyback Offer is as under:

(Equity Shares have a face value of ₹ 10 each)

Particulars	Pre Buyback		Post Buyback [†]	
	No. of Equity Shares	Amount in lakh (₹)	No. of Equity Shares	Amount in lakh (₹)
Authorized share capital	67,50,00,000	67,500.00	67,50,00,000	67,500.00
Issued, subscribed and paid up share capital	63,45,13,800	63,451.38	62,19,25,565	62,192.56

[†]Subject to extinguishment of 1,25,88,235 Equity Shares

- 3.2 The details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback Offer are as under:

S. No.	Name of the Shareholder	No. of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Shares
1.	The President of India acting through Ministry of Steel, Government of India	1,20,92,926	96.07%	1.94%
2.	United India Insurance Company Limited	1,44,584	1.15%	0.02%

- 3.3 The shareholding pattern of the Company pre-Buyback (as on Record Date i.e. Monday, October 1, 2018) and post Buyback is as under:

Particulars	Pre Buyback		Post Buyback [†]	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of the post Buyback Equity Share Capital
Promoter	62,81,44,130	98.99	61,60,51,204	99.06
Foreign Investors (including Non Resident Indians, FPIs, FPIs and Foreign Mutual Funds)	39,746	0.01	58,74,361	0.94
Financial Institutions/Banks/Mutual Funds promoted by Banks/Institutions	36,24,940	0.57		
Other (public, public bodies corporate etc.)	27,04,984	0.43		
Total	63,45,13,800	100.00	62,19,25,565	100.00

[†]Subject to extinguishment of 1,25,88,235 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

IDBI CAPITAL MARKETS & SECURITIES LIMITED

3rd Floor, Mafatlal Centre, Nariman Point, Mumbai- 400 021

Contact Person: Mr. Sumit Singh

Tel: +91 (22) 4322 1212; Fax: +91 (22) 2285 0785

E-mail: kiocl.buyback@idbicapital.com; Website: www.idbicapital.com

SEBI Registration Number: INM000010866

Validity period: Permanent

CIN: U65990MH1993GO1075578



5. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirms that the information in this Post Buyback Public Announcement contain true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of KIOCL Limited

Sd/- M V Subba Rao Chairman-cum-Managing Director (DIN: 06495576)	Sd/- Swapan Kumar Gorai Director (Finance) (DIN: 07223221)	Sd/- Suvendu Kumar Padhi Company Secretary (Membership No: ACS 12329)
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Place : New Delhi
Date : November 14, 2018

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