

ಕೆಐಒಸಿಎಲ್ ಅಖಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೊಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :

೨ನೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ

ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೭೦

ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೨೧೫೩-೫೯೪೧

ವೆಬ್ ಸೈಟ್ : www.kiodltd.co.in

के आई ओ सी एल लिमिटेड

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय :

II ब्लॉक, कोरमंगला,

बैंगलूर - 560 034.

कार्यालय : 080-25531461-70

फेक्स : 080-25532153-5941

वेबसाइट : www.kiodltd.co.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.kiodltd.co.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 (18-11)/2017/6

January 3, 2017

1. National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	2. Metropolitan Stock Exchange of India Ltd. Vibgyor Towers, 4 th Floor, Plot No C 62, G - Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 098
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Ref: - Symbol: KIOCL, ISIN: INE880L01014

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 2016 in Annexure - I.

Thanking you,

Encl: As above.

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: - 31st December 2016

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	Malay Chatterjee	AALPC2725M 00380683	Executive	01/07/2012 30/06/2017	-	1	-	-		
Mr	M.V. Subba Rao	ACWPM1673M 06495576	Executive	01/02/2013 31/01/2018	-	1	1	-		
Mr	N. Vidyananda	AAVPN7240C 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	-		
Ms	Bharathi S. Sihag	AFCPB7150F 02154196	Nominee	16/03/2015	-	3	-	-		
Mr	T. Srinivas	ACKPT5437G 07238361	Nominee	15/07/2015	-	1	-	-		
Mr	BK Sahoo	ABTPS2595Q 00160494	Independent	30/01/2014 29/01/2017	3	2	2	2		
Mr	Madhav Lal	AAFPL3721J 06547581	Independent	27/11/2015 26/11/2018	3	1	2	-		

\$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.

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	BK. Sahoo Madhav Lal MV Subba Rao	Chairman, Independent Director Independent Director Executive, Director (Commercial)
2. Nomination & Remuneration Committee	Madhav Lal BK. Sahoo T. Srinivas	Chairman, Independent Director Independent Director Govt. Nominee Director
3. Stakeholders Relationship Committee'	BK. Sahoo 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)
02/08/2016 & 14/09/2016	28/11/2016	74 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 28/11/2016	Yes	27/08/2016	92 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: - The Board Structure in KIOCL as sanctioned by Govt. of India comprises of CMD who is assisted by Three Functional Directors. The Post of Director (Finance) which was vacant from 01.06.2016 has been filled on 11.11.2016. Further, 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 3rd Quarter, only two Independent Directors are on the Board and four Independent Directors position is lying vacant. The appointment of four Independent Director is 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: -
- Audit Committee & Risk Management Committee
 - Nomination & Remuneration Committee
 - 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 & ~~Substantive~~ Officer

कंपनी सचिव / Company Secretary

केआईओसीएल लिमिटेड / KIOCL LIMITED

बंगलौर - 34 / Bengaluru - 34