

**ಕೆಐಒಸಿಎಲ್ ಅಮಿಟೆಡ್**

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :

೨ನೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ

ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೭೦

ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೨೧೫೩-೫೯೪೧

ವೆಬ್ ಸೈಟ್ : [www.kiodltd.co.in](http://www.kiodltd.co.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.kiodltd.co.in](http://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](http://www.kiodltd.co.in)

CIN : L13100KA1976PLC002974



KUDREMUKH

ಐಎಸ್ಒ 9001, 14001 ಮತ್ತು

ಓಹೆಸ್‌ಎಸ್‌ಎಸ್ 18001 ಸಂಸ್ಥೆ

आई एस ओ 9001, 14001 तथा

ओएचएसएस 18001 कम्पनी

ISO 9001, 14001 &

OHSAS 18001 COMPANY

No. S/BC/1 (18-11)/2017/441

April 12, 2017

1. National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), <b>Mumbai – 400 051</b>	2. Metropolitan Stock Exchange of India Ltd. Vibgyor Towers, 4 <sup>th</sup> Floor, Plot No C 62, G - Block, Bandra Kurla Complex, Bandra (E), <b>Mumbai – 400 098</b>
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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 4<sup>th</sup> quarter ended on 31<sup>st</sup> March 2017 in Annexure – I & II.

Thanking you,

Encl: As above.

Yours faithfully,  
For KIOCL Limited,

(S. K. Padhi)  
Company Secretary

## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: - KIOCL Limited

2. Quarter ending: - 31<sup>st</sup> March 2017

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 listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed 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	AAVPM7240C 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	-		
Mr	Saraswati Prasad	ACYPP2298R 07729788	Nominee	08/02/2017	-	5	-	-		
Mr	T. Srinivas	ACKPT5437G 07238361	Nominee	15/07/2015	-	1	-	-		
Mr	Madhav Lal	AAFPL3721J 06547581	Independent	27/11/2015 26/11/2018	3	1	2	1		
Ms	Deepika Sharma	AKAPS6185L 07734495	Independent	10/02/2017 30/01/2020	3	1	2	1		

\$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	Madhav Lal Dr. Deepika Sharma MV Subba Rao	Chairman, Independent Director Independent Director Executive, Director (Commercial)
2. Nomination & Remuneration Committee	Madhav Lal Dr. Deepika Sharma T. Srinivas	Chairman, Independent Director Independent Director Govt. Nominee Director
3. Stakeholders Relationship Committee'	Dr. Deepika Sharma 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)
28/11/2016	24/01/2017 & 25/02/2017	56 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			
24/01/2017 & 25/02/2017	Yes	28/11/2016	56 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><b>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</b> - 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 4<sup>th</sup> Quarter, only two Independent Directors are on the Board and four Independent Directors position are lying vacant. The appointments of four Independent Director are 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 & Compliance Officer

(एस के पाढ़ी) / (S.K. Padhi)  
कंपनी सचिव / Company Secretary  
केआईओसीएल लिमिटेड / KIOCL LIMITED  
बंगलौर - 34 / Bengaluru - 34

**ANNEXURE II**

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

1. Name of Listed Entity: - KIOCL Limited

2. Financial Year: - 2016-17

<b>I. Disclosure on website in terms of Listing Regulations</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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 (Listing Obligations and Disclosures Requirements) 2015, Six Independent Directors are required on the Board of KIOCL. At the end of 4 <sup>th</sup> Quarter, two Independent Directors are on the Board and four Independent Directors position is lying vacant. The appointments of Independent Directors are under the consideration of Govt. of India.
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA
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)	Yes
Performance Evaluation of Independent Directors	17(10)	NA
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)	Yes
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)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
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 NonExecutive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**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**

**Name & Designation**



**Company Secretary & Compliance Officer**

**(एस के पाड़ी) / (S.K. Padhi)**

कंपनी सचिव/Company Secretary

केआईओसीएल लिमिटेड/KIOCL LIMITED

बंगलौर - 34 / Bengaluru - 34