

# ಕೆಐಒಸಿಎಲ್ ಅಮಿಟೆಡ್

(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](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



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

No. S/BC/1 (18-11)/2016/1164

October 10, 2016

Metropolitan Stock Exchange of India Ltd. (MSEI)  
Vibgyor Towers, 4th floor,  
Plot No C 62, G - Block,  
Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (E),  
**Mumbai - 400 098**  
E-mail: [ListingCompliance@mse.in](mailto:ListingCompliance@mse.in)

Ref: - Symbol: KIOCL, Series: BE, ISIN: INE880L01014

Dear Sir,

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 2<sup>nd</sup> quarter and half year ended on 30<sup>th</sup> September 2016 in Annexure - I & III respectively.

Thanking you,

Yours faithfully,  
For KIOCL Limited,

(S. K. Padhi)  
Company Secretary

Encl: As above.

**ANNEXURE I**

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

1. Name of Listed Entity: - KIOCL Limited

2. Quarter ending: - 30<sup>th</sup> September 2016

<b>I. Composition of Board of Directors</b>									
Title (Mr./Ms)	Name of the Director	PAN's & DIN	Category (Chairperson / Executive/Non Executive/Independent/ Nominee) *	Date of Appt. in the current term / cessation	Tenure*	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	2	-	
Mr	N. Vidyandanda	AAVPM7240C 06729244	Executive	01/11/2013	31/10/2018	1	1	-	
Ms	Bharathi S. Sihag	AFCPB7150F 02154196	Nominee	16/03/2015	Ex-Officio	3	-	-	
Mr	T. Srinivas	ACKPT5437G 07238361	Nominee	15/07/2015	Ex-Officio	1	-	-	
Mr	BK Sahoo	ABTPS2595Q 00160494	Independent	30/01/2014	29/01/2017	2	2	2	
Mr	Madhav Lal	AAFPL3721J 06547581	Independent	27/11/2015	26/11/2018	1	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.

\*\* Ministry of Steel vide order F. No. 5/2/2016-BLA dated 16.06.2016 assigned the additional charge of the post of Director (Finance) of KIOCL Limited to Sri MV Subba Rao, Director (Commercial), (DIN: 06495576) for a period of three months w.e.f. 01.06.2016, subsequently vide letter dated 23.08.2016 extended the additional charge further for a period of three months w.e.f. 01.09.2016, or till the regular incumbent joins the post or until further orders, whichever is the earliest.

## 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) & I/c Director (Finance)
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 MV Subba Rao N. Vidyananda	Chairman, Independent Director Independent Director Executive, I/c Director (Finance) Executive, Director (P&P)

&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)
06/04/2016 & 25/05/2016	02/08/2016 & 14/09/2016	42 days

<b>IV. Meeting of Committees</b>			
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 Mgmt. 27/08/2016	Yes	24/05/2016 & 25/06/2016	62 days
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
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.			
<b>VI. Affirmations</b>			
<p><b>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:</b> - 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) is vacant w.e.f. 31.05.2016. 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. At the end of 2<sup>nd</sup> Quarter, 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: -
- a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. 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

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations		Regulation Number	Compliance status (Yes/No/NA) refer note below
Broad heading			
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website		46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting		18(1)(d)	No, Not present due to prior commitments
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting		19(3)	No, Not present due to prior commitments
Whether "Corporate Governance Report" disclosed in Annual Report		34(3) read with para C of Schedule V	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.

**Name & Designation**



**SK Padhi**

**Company Secretary & Compliance Officer**