



ಕೆಐಓಸಿಎಲ್ ಅಮಿಟೆಡ್
(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :
ಒನೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ
ಬೆಂಗಳೂರು - 560 034.

ದೂರವಾಣಿ : 080-25531461 ರಿಂದ 66
ಫ್ಯಾಕ್ಸ್ : 080-25532153-5941
ವೆಬ್ ಸೈಟ್ : www.kioclltd.in

के आई ओ सी एल लिमिटेड
(भारत सरकार का उद्यम)

पंजीकृत कार्यालय :
II ब्लॉक, कोरमंगला,
बेंगलूर - 560 034.

कार्यालय : 080-25531461 - 66
फेक्स : 080-25532153-5941
वेबसाईट : www.kioclltd.in

KIOCL LIMITED
(A Government of India Enterprise)

Registered Office :
II Block, Koramangala,
Bengaluru - 560 034.

Telephone : 080-25531461 - 66
Fax : 080-25532153-5941
Website : www.kioclltd.in
CIN : L13100KA1976GOI002974

No. S/BC/1 (18-5)/2019/850

September 3, 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: Proceedings of 43rd AGM of the Company held on today i.e. 3rd September, 2019

In pursuance to Regulation 30 & Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of the 43rd Annual General Meeting of KIOCL Limited held on today i.e. Tuesday, 3rd September, 2019 at 12:00 Noon at the Conference Hall No. 1, Golden Jubilee Block, St. John's Medical College, Sarjapur Main Road, Koramangala, Bengaluru - 560034 is enclosed.

Please take the above intimation on record.

Thanking you,

Yours faithfully,
For KIOCL Limited,

(P. K. Mishra)

(Company Secretary & Compliance Officer)

Encl: as above

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PROCEEDINGS OF THE FORTY-THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF KIOCL LIMITED HELD ON TUESDAY, 3RD SEPTEMBER, 2019 AT 12:00 HRS AT CONFERENCE HALL NO. 1, GOLDEN JUBILEE BLOCK, ST. JOHN'S MEDICAL COLLEGE, SARJAPUR MAIN ROAD, KORAMANGALA, BENGALURU-560034.

The following Directors were present in the meeting: -

1.	Shri M V Subba Rao	Chairman-cum-Managing Director
2.	Shri N Vidyananda	Director (Production & Projects)
3.	Shri S K Gorai	Director (Finance)
4.	Shri T Saminathan	Director (Commercial)
5.	Shri Madhav Lal	Independent Director, Chairman, Risk Management Committee
6.	Dr. Deepika Sharma	Independent Director, Chairperson, Stakeholders Relationship Committee & Corporate Social Responsibility Committee
7.	Shri Jagdish P. Joshi	Independent Director, Chairman, Audit Committee & Nomination and Remuneration Committee

Shri P K Mishra, Company Secretary – In Attendance

In terms of Article 65 of the Articles of Association of KIOCL Limited, Shri M V Subba Rao, Chairman-cum-Managing Director chaired the 43rd Annual General Meeting.

Due to pre-occupation, the following Directors could not attend the meeting, accordingly leave of absence was granted:

1. Shri Saraswati Prasad, Govt. Nominee Director.
2. Shri T. Srinivas, Govt. Nominee Director.

The Meeting was attended by 156 Members including 2 members represented through proxies.

The requisite quorum was present and the Meeting was properly convened and constituted. With the consent of the Chairman and Members present, the Notice of the Meeting already circulated to the Members was taken as read.

Shri M V Subba Rao, Chairman addressed the Shareholders and outlined the performance for FY 2018-19, Economy & Steel Sector Scenario, Company's Roadmap & Vision, Follow-on Public Offer, Corporate Governance and Company's other initiatives including CSR.

Company Secretary informed to shareholders about availability of the Registers of Directors and KMP and their shareholding, Register of Contracts and other related documents for inspection.

Company Secretary read out the Statutory Auditors Report, Secretarial Auditors Report, Corporate Governance Compliance Certificate and the Comments of the Comptroller & Auditors General of India on the Annual Accounts of the Company for the FY 2018-19 and Management's Reply.

Company Secretary stated that the Company has issued the Notice dated 02.07.2019 set out following Agenda items for approval of the Members at the AGM and Chairman explained the objectives and implications of the same:-

Sl. No.	Particulars
ORDINARY BUSINESS	
1.	Adoption of the Audited Financial Statements for the year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon and Comments of the C&AG.
2.	To declare Final Dividend @ Rs 1.33 per Equity Share for the year ended March 31, 2019.
3.	Re-appointment of Sri Saraswati Prasad (DIN:07729788) as a Director who retires by rotation.
4.	Re-appointment of Sri M V Subba Rao (DIN: 06495576) as a Director who retires by rotation.
5.	Fixing the remuneration of Statutory Auditors for the Financial Year 2019-20.
SPECIAL BUSINESS	
6.	Re-appointment of Sri Madhav Lal (DIN:06547581) as an Independent Director
7.	Appointment of Sri Jagdish P. Joshi (DIN:03385677) as an Independent Director
8.	Appointment of Sri T. Saminathan (DIN:08291153) as a Director liable to retire by rotation
9.	Ratification of Remuneration Payable to M/s. PKR & Associates, LLP, Cost Auditor for FY 2019-20.

Company Secretary informed Shareholders that in compliance with applicable provisions of SEBI (LODR) Regulations, 2015 read with applicable provisions of Companies Act, 2013 the Company had provided e-voting facility to the members of the Company as on the cut-off date i.e. 26th August, 2019 for a period of three days from 31st August, 2019 at 09.00 AM to 2nd September, 2019 at 05.00 PM to enable them to cast their vote electronically on the items mentioned in the Notice of Annual general meeting.

Thereafter, the Company Secretary explained the polling process and informed the Members that the Company has appointed Shri V Sundar of M/s V. Mahesh and Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and poll voting process to be carried out at the 43rd Annual General Meeting of the Company in a fair & transparent manner.

After the conclusion of voting at the Annual General Meeting, on the request of scrutinizer two witnesses who were not in the employment of the Company came forward and witnessed the unblocking of the votes casted through remote e-voting.

Thereafter the details containing, *inter-alia* list of equity shareholders who voted 'for' or 'against' the resolutions were downloaded from the website of CDSL i.e. www.evotingindia.com.

Chairman, advised the Scrutinizer to submit a consolidated report of the total votes casted in favour or against, if any, to the Chairman in writing and authorized Company Secretary to declare the results of the voting and place the results on the website of the Company at the earliest and intimate same to the Stock Exchanges.

The queries and comments from the shareholders were addressed by the Chairman & other Directors present in the Meeting.

It is hereby confirmed that the meeting was convened and conducted as per the provisions of the Companies Act, 2013 and Rules thereunder and Secretarial Standards issued by The Institute of Company Secretaries of India.

The meeting concluded at 13:00 Hrs.



(P. K. Mishra)

(Company Secretary & Compliance Officer)