

<b>General information about company</b>	
Scrip code	540680
NSE Symbol	KIOCL
MSEI Symbol	KIOCL
ISIN	INE880L01014
Name of the entity	KIOCL LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	T SAMINATHAN	ABHPS5092G	08291153	Executive Director	Chairperson		10-05-1964	NA		07-09-2021	07-09-2021			1	0	0	0		
2	Mr	SK GORAI	AFAPG2288P	07223221	Executive Director	Not Applicable		13-01-1963	NA		11-11-2016	11-11-2016			1	0	0	0		
3	Mr	K V BHASKARA REDDY	AANPR9216Q	08672764	Executive Director	Not Applicable		12-01-1963	NA		01-03-2020	01-03-2020			1	0	2	0		
4	Ms	SUKRITI LIKHI	AABPL1293M	01825997	Non-Executive - Nominee Director	Not Applicable		04-08-1968	NA		23-04-2021	23-04-2021			4	0	1	0		

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	T SRINIVAS	ACKPT5437G	07238361	Non-Executive - Nominee Director	Not Applicable		01-03-1962	NA		15-07-2015	15-07-2015	28-02-2022		0	0	0	0		
6	Mr	NIRMALENDU MOHAPATRA	AJJP9167C	07352648	Non-Executive - Independent Director	Not Applicable		25-06-1957	NA		21-10-2019	21-10-2019		36	1	1	1	1		
7	Mr	G RAMASAMY	ATRPR1864P	08632590	Non-Executive - Independent Director	Not Applicable		01-06-1972	NA		07-12-2019	07-12-2019		36	1	1	2	1		
8	Mr	CHANGDEV SUKHADEV KAMBLE	AGZPK6821G	09351638	Non-Executive - Independent Director	Not Applicable		01-06-1964	NA		01-11-2021	01-11-2021		36	1	1	1	0		

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
9	Ms	USHA NARAYAN	AEYPN9278B	09351511	Non-Executive - Independent Director	Not Applicable		09-05-1969	NA		01-11-2021	01-11-2021		36	1	1	1	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07352648	NIRMALENDU MOHAPATRA	Non-Executive - Independent Director	Chairperson	12-11-2021		
2	09351638	CHANGDEV SUKHADEV KAMBLE	Non-Executive - Independent Director	Member	12-11-2021		
3	08632590	G RAMASAMY	Non-Executive - Independent Director	Member	30-01-2020		
4	08672764	K V BHASKARA REDDY	Executive Director	Member	12-11-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07352648	NIRMALENDU MOHAPATRA	Non-Executive - Independent Director	Chairperson	18-05-2020		
2	09351638	CHANGDEV SUKHADEV KAMBLE	Non-Executive - Independent Director	Member	12-11-2021		
3	08632590	G RAMASAMY	Non-Executive - Independent Director	Member	18-05-2020		
4	08291153	T SAMINATHAN	Executive Director	Member	07-09-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08632590	G RAMASAMY	Non-Executive - Independent Director	Chairperson	18-05-2020		
2	09351511	USHA NARAYAN	Non-Executive - Independent Director	Member	12-11-2021		
3	08672764	K V BHASKARA REDDY	Executive Director	Member	18-05-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08632590	G RAMASAMY	Non-Executive - Independent Director	Chairperson	04-02-2022		Textual Information(1)
2	07223221	SK GORAI	Executive Director	Member	13-11-2019		
3	08291153	T SAMINATHAN	Executive Director	Member	13-11-2019		
4	08672764	K V BHASKARA REDDY	Executive Director	Member	01-03-2020		
5	09351511	USHA NARAYAN	Non-Executive - Independent Director	Member	12-11-2021		
6	09351638	Changdev Sukhadev Kamble	Non-Executive - Independent Director	Member	12-11-2021		



**Sr Text Block**

Textual Information(1)

Board at its meeting held on 04.02.2022 reconstituted the Risk Management Committee and appointed Shri G. Ramasamy as its Chairperson.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09351511	USHA NARAYAN	Non-Executive - Independent Director	Chairperson	12-11-2021		
2	07352648	NIRMALENDU MOHAPATRA	Non-Executive - Independent Director	Member	30-01-2020		
3	07223221	SK GORAI	Executive Director	Member	13-11-2019		
4	08672764	K V BHASKARA REDDY	Executive Director	Member	01-03-2020		
5	08632590	G RAMASAMY	Non-Executive - Independent Director	Member	12-11-2021		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-11-2021				Yes	11	6
2		04-02-2022	83		Yes	9	4

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	12-11-2021				Yes	4	3
2	Audit Committee	04-02-2022	83			Yes	4	3
3	Audit Committee	25-03-2022	48			Yes	4	3
4	Corporate Social Responsibility Committee	10-11-2021				Yes	3	1
5	Corporate Social Responsibility Committee	28-01-2022	78			Yes	5	3
6	Nomination and remuneration committee	28-01-2022				Yes	4	3

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	28-01-2022				Yes	3	2
8	Risk Management Committee	11-11-2021				Yes	3	1
9	Risk Management Committee	28-01-2022	77			Yes	6	3

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	PUSHP KANT MISHRA
2	Designation	Company Secretary and Compliance Officer

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.kioclltd.in/user/cms/116">https://www.kioclltd.in/user/cms/116</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.kioclltd.in/user/cms/344">https://www.kioclltd.in/user/cms/344</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.kioclltd.in/user/cms/295">https://www.kioclltd.in/user/cms/295</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.kioclltd.in/user/cms/87">https://www.kioclltd.in/user/cms/87</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.kioclltd.in/user/cms/99">https://www.kioclltd.in/user/cms/99</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.kioclltd.in/user/cms/344">https://www.kioclltd.in/user/cms/344</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.kioclltd.in/user/cms/90">https://www.kioclltd.in/user/cms/90</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.kioclltd.in/user/cms/360">https://www.kioclltd.in/user/cms/360</a>

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.kioclltd.in/user/cms/109">https://www.kioclltd.in/user/cms/109</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.kioclltd.in/user/cms/109">https://www.kioclltd.in/user/cms/109</a>
12	Financial results	Yes		<a href="https://www.kioclltd.in/user/cms/105">https://www.kioclltd.in/user/cms/105</a>
13	Shareholding pattern	Yes		<a href="https://www.kioclltd.in/user/cms/282">https://www.kioclltd.in/user/cms/282</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.kioclltd.in/user/cms/364">https://www.kioclltd.in/user/cms/364</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.kioclltd.in/user/cms/365">https://www.kioclltd.in/user/cms/365</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.kioclltd.in/">https://www.kioclltd.in/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.kioclltd.in/user/cms/344">https://www.kioclltd.in/user/cms/344</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.kioclltd.in/user/cms/344">https://www.kioclltd.in/user/cms/344</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.kioclltd.in/user/cms/272">https://www.kioclltd.in/user/cms/272</a>

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	PUSHP KANT MISHRA
2	Designation	Company Secretary and Compliance Officer



**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	PUSHP KANT MISHRA
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

<b>Signatory Details</b>	
Name of signatory	PUSHP KANT MISHRA
Designation of person	Company Secretary and Compliance Officer
Place	BANGALORE
Date	13-04-2022