



KUDREMUKH  
9001, 14001 ಮತ್ತು  
45001 ಸಂಸ್ಥೆ  
9001, 14001 ಮತ್ತು  
45001 ಕಂಪನಿ  
ISO 9001, 14001 &  
OHSAS 45001 COMPANY

## ಕೆಐಓಸಿಎಲ್ ಅಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :  
೨ನೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ  
ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೬೬

ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೨೧೫೩-೫೯೪೧

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

Ref. No.S/BC/1 (3)/2021/499

November 16, 2021

Dr. Usha Narayan  
7, Gorakhnath Road,  
Purana Gorakhpur,  
Jai Hospital and Maternity Home,  
Gorakhpur,  
Uttar Pradesh - 273015

Sub: Letter of appointment as Non-Official Independent Director of KIOCL Limited

Madam,

We extend a hearty welcome to you on your appointment on the Board of KIOCL Limited as Non-Official Independent Director with effect from 1<sup>st</sup> November, 2021. This letter of appointment sets out terms and conditions covering your appointment in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

Your appointment is subject to the approval of shareholders in the next Annual General Meeting.

### 1. Appointment:

1.1 Your appointment as Non-Official Independent Director on the Board of KIOCL is for a period of three years with effect from 1<sup>st</sup> November, 2021 or until further orders, whichever is earlier in terms of Order F.No. 1/10/2015-BLA (Vol-V) (pt.) dated 1<sup>st</sup> November, 2021 of Ministry of Steel.

The term 'Independent Director' should be construed as defined under the Companies Act, 2013 and the SEBI Regulations as amended from time to time.

1.2. The Board of KIOCL has constituted several Board Level Committees as required under statutory regulations & guidelines to facilitate the smooth & efficient flow of decision-making process. You may be inducted to serve as Chairperson /

*Handwritten signature*



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CONTINUATION SHEET

### 3. Remuneration and Reimbursement of Expenses

- 3.1 You will be paid such remuneration by way of sitting fees for attending meetings of the Board and its Committees as may be decided by the Board from time to time in compliance with applicable laws.
- 3.2 The sitting fees presently paid to the Independent Directors is Rs.20,000/- and Rs.18,000/- for attending each meeting of the Board and Committee respectively. No profit related commission is paid or stock option is allowed.
- 3.3 In addition to payment of sitting fee, you will be eligible for boarding, lodging and travelling expenses for attending the Board and Committee Meetings at the same rates as are applicable to whole-time Directors of the Company as per the existing provisions applicable to them.

### 4. Conflict of Interest

- 4.1 It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition precedent to commencement of your appointment, you are required to declare to the Company any such directorships, appointments and interests to the Board. Thereafter, you are required to declare to the Company on regular basis wherever there is any change in the circumstances which may affect your status as an Independent Director.
- 4.2 At the first meeting of the Board in which you participate as an Independent Director and thereafter at the first Meeting of the Board in every financial year or whenever there is any change in the circumstances, which may affect the status as an Independent Director, you are required to give a declaration that you meet the criteria of independence.

*Asst*



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CONTINUATION SHEET

5. Termination:

- 5.1 You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice to the Ministry of Steel and on the Board stating out the reason for resignation.
- 5.2 Continuation of your appointment is contingent on your willingness to continue as an Independent Director, and you getting re-appointed by the shareholders in accordance with applicable laws.

6. Confidentiality:

- 6.1 All information in relation to the Company acquired during your appointment and tenure as an Independent Director is confidential and should not be disclosed to third parties unless required by law.
- 6.2 As a director, you are subject to and bound by the prohibition and restrictions against insider trading and disclosure of unpublished price sensitive information, as prescribed under the Act and the regulations issued by the Securities and Exchange Board of India ("SEBI") from time to time.

7. Liability:

Subject to applicable laws, for any breach of your duties you will be liable to consequences prescribed under applicable laws and in relation to the Company, you would be liable for such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance, or where you have not acted diligently.

8. Insurance:

There is in place a Directors and Officers Liability Insurance Policy and it is intended to continue to maintain such insurance cover, subject to terms of such policy in force from time to time.

*Asst*



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CONTINUATION SHEET

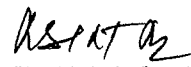
9. Miscellaneous:

- 9.1 Your appointment is also subject to the maximum permissible directorships that one can hold under applicable laws, including as per the provisions of the Act and the SEBI Regulations.
- 9.2 You will not be an employee of the Company and this letter shall not constitute a contract of employment.
- 9.3 You shall not serve as an Independent Director in more than seven listed entities; provided that if you are serving as a Whole Time Director in any listed entity, you shall serve as an Independent Director in not more than three listed entities.
- 9.4 You shall not act as a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which you are a Director which shall be determined as follows:
- (a) the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded.
- (b) for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.

Thanking You,

Encl: as above

Yours sincerely,  
For KIOCL Limited

  
(P. K. Mishra)  
Company Secretary