



ಕುದ್ರೆಮುಖ ಅಖಿಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :

ಶಿವೇ 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

वेबसाइट : 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

ISO 9001, 14001 ಮತ್ತು
OHSAS 18001 ಸಂಸ್ಥೆ
आई एस ओ 9001, 14001 तथा
ओएचएसएस 18001 कम्पनी
ISO 9001, 14001 &
OHSAS 18001 COMPANY

No. S/BC/1(18-5)/2022/160

May 27, 2022

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: Regulation 24A of SEBI (LODR) Regulations, 2015 - Secretarial
Compliance Report for the year ended 31st March, 2022**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Secretarial Compliance Report for the year ended on 31st March, 2022.

Thanking You,

Yours faithfully,
For KIOCL Limited,

(P.K. Mishra)

Company Secretary & Compliance Officer

Encl: as above

ಪರಿಸರ-ನಮ್ಮ ಧೈಯ ನಮ್ಮ ಧ್ಯಾನ ಪರಿಸ್ಥಿತಿಕಿ-हमारा लक्ष्य हमारी निष्ठा ECOLOGY-OUR MISSION OUR OBSESSION

<https://www.facebook.com/kioclltd> <https://www.twitter.com/cmdkiocl>

SECRETARIAL COMPLIANCE REPORT
OF
KIOCL LIMITED
FOR THE YEAR ENDED 31.03.2022

I, S.N. Mishra, proprietor of SNM & Associates, Bengaluru bearing Membership No. 6143 and C.P. No. 4684 have examined:

- A. All the documents and records made available to us and explanation provided by KIOCL Limited, CIN: L13100KA1976GOI002974, listed at the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited (MSE) (“the listed entity”),
- B. The filings/ submissions made by the listed entity to the stock exchanges,
- C. Website of the listed entity,
- D. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended on March 31, 2022 (“Review Period”) in respect of compliance with the provisions of:
 - a. The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - b. The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)
- b) SEBI (Prohibitions of Insider Trading) Regulations, 2015

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- c) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012
- d) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- e) SEBI (Investor Protection and Education Fund) Regulations, 2009
- f) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009
- g) SEBI (Issue and Listing of Debt Securities) Regulations, 2008
- h) SEBI (Regulatory Fee on Stock Exchanges) Regulations, 2006
- i) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- j) SEBI (Depositories and Participants) Regulations, 2018
- k) SEBI (Share Based Employee Benefits) Regulations, 2014

And based on the above examination, I/We hereby report that during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Reg. 17(1)(a) [Proviso] The Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020	The Company is listed among top 500 listed entities. However, the Company did not have Independent Women Director till 31 st October, 2021.	The Company appointed one Independent Woman Director w.e.f. 1 st November, 2021 and complied with the requirements of the regulation.
2.	Reg. 17(1)(b) Where the Chairperson of the Board is a non-executive	The Chairperson of the Company is an	The Company appointed 2 independent Directors

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director, at least one-third of the Board should comprise of independent directors and in case he is an executive director, at least half of the Board should comprise of independent directors.	Executive Director. The Company is not in compliance with the requirements of the sub-regulation till 31 st October, 2021 as the number of independent directors on Board were less than half of the total board strength during such period.	w.e.f. 1 st November, 2021 and complied with the requirements of the regulation.
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- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c. No actions have been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder during the period under review except for levy of penalty for non-compliance u/r 17(1) of SEBI (LODR) by Stock Exchanges.
- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

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Sr. No.	Observations made in the Secretarial Compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p>Regulation 17 (1) (b) of SEBI LODR –</p> <p>The listed entity had four Independent Directors as against six required, including one Woman Independent Director, as on 31/03/2021</p>	<p>The Company appointed 2 independent Directors including one Woman Director w.e.f. 1st November, 2021 thereby bringing the count of Independent Directors to 6 and complied with the requirements of the regulation.</p>	<p>The Company initiated substantial steps during the year and brought itself in lines with the requirement of the regulation w.e.f. 1st November, 2021.</p>
2.	<p>Regulation 38 of the SEBI (LODR) Regulations, 2015 –</p> <p>As on March 31, 2021 the public shareholding of the Company is 0.97% against required public shareholding of 25%.</p>	<p>As per Ministry of Finance, Department of Economic Affairs vide notification No. G.S.R. 485(E) dated 31st July, 2020 the Company was required to comply with the minimum requirement of 25% public shareholding in conformity with the regulation by August 2021.</p> <p>The Ministry of Finance, Department of Economic Affairs vide letter dated 3rd August, 2021 has</p>	<p>The Company is required to take necessary actions to comply with the minimum requirement of 25% public shareholding in conformity with regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 by 1st August, 2022.</p>

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		provided exemption under Rule 19A of the Securities Contract (Regulation) Rules to public sector companies till 1 st August, 2022.	
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Place: Bangalore
Date : 27.05.2022

UDIN: F006143D000383124

Signature : 
Name: S.N.Mishra.
Company Secretary
C. P. No. : 4684
FCS No. : 6143

