

**ಕೆಐಒಸಿಎಲ್ ಅಮಿಟೆಡ್**

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

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

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೨೧೪೬೧ ರಿಂದ ೭೦  
ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೨೧೪೬೧-೫೯೪೧  
ವೆಬ್ ಸೈಟ್ : www.kiocltd.in

**के आई ओ सी एल लिमिटेड**

(भारत सरकार का उद्यम)

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

कार्यालय : 080-25531461-70  
फैक्स : 080-25532153-5941  
वेबसाइट : www.kiocltd.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.kiocltd.in  
CIN : L13100KA1976PLC002974



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

No. S/BC/1 (18-5)/2018/

September 1, 2018

<b>National Stock Exchange of India Limited</b> Scrip Code: KIOCL Through: NEAPS
<b>BSE Limited</b> Scrip Code: 540680, Scrip Name: KIOCL Through: BSE Listing Centre
<b>Metropolitan Stock Exchange of India Limited</b> Scrip Code: KIOCL Through: mylisting

Dear Sir/Madam,

Sub: Report on the voting by shareholders under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of voting results at the 42<sup>nd</sup> Annual General Meeting of the Company held on Friday, August 31, 2018 at Registered Office at Bangalore is enclosed as per the prescribed format. Further, we are also enclosing the following documents:-

1. Scrutinizers Report on e-voting u/s 108 of the Co's Act, 2013 and Rule 20(xi) of the Co's (Management & Administration) Rules 2014.
2. Results of the voting through poll conducted at the AGM u/s 109 of the Co's Act, 2013 and Rule 21(2) of the Co' (Management & Administration) Rules 2014.
3. Combined Report of e-voting and poll.

Please take the above intimation on record.

Thanking you,

Yours faithfully,  
For KIOCL Limited,

  
(S. K. Padhi)  
Company Secretary

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**Scrutinizer(s) Report**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies [Management and Administration] Rules, 2014 and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Chairman-Cum-Managing Director  
KIOCL Limited,  
II Block, Koramangala,  
Bangalore-560034.

Sub: Scrutinizer's Report on 42<sup>nd</sup> Annual General Meeting of the Equity shareholders of KIOCL Limited, held on Friday the 31<sup>st</sup> day of August, 2018 at 12.00 Noon at Pellet Auditorium, KIOCL Ltd., II Block, Koramangala, Bangalore-560034.

Dear Sir,

I, V Parthasarathy, Practicing Company Secretary, having office at No.139, SPC Complex, 1<sup>st</sup> Floor, Gandhi Bazaar Main Road, Basavanagudi, Bangalore-560 004, appointed as scrutinizer of KIOCL Limited ("the Company") for the purpose of scrutinizing the e- voting process in transparent manner & ascertaining the requisite majority on e- voting process carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014 on below mentioned resolutions, at the 42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of KIOCL Limited, held on Friday the 31<sup>st</sup> day of August, 2018 at 12.00 Noon at Pellet Auditorium, KIOCL Limited., II Block, Koramangala, Bangalore - 560034.

In compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 42<sup>nd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) on the report generated electronically for voting by use of ballots at the meeting.

I submit my report as under:

1. The e-voting remained opened from 28<sup>th</sup> August, 2018 (9.00 a.m.) to 30<sup>th</sup> August 2018 (5.00 p.m.)

2. The shareholders holding shares as on the "cut off" date i.e 24.08.2018 were entitled to vote on the proposed resolutions (Item No.1 to 6 as set out in the Notice of 42nd AGM of KIOCL Limited).
3. The votes were unblocked on 31<sup>st</sup> August, 2018 around 01.20 P.M. in the presence of two witnesses, Mr. Kamalesh Kumar C Shah & Mr. Kishore Kumar being the Shareholders who are not in the employment of the Company.
4. Thereafter the details containing, Inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of [www.evotingindia.com](http://www.evotingindia.com).
5. The result of the e-voting is as under.

**(A) Resolution 1- Adoption of Financial Statements for the year ended 31<sup>st</sup> March 2018 and the Reports of the Board of Directors and the Auditors thereon and Comments of the C and AG.**

- (i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
10	872	98.31%

- (ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	15	1.69%

- (iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

- (iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
11	887	100%

The resolution passed unanimously

**(B) Resolution 2- To declare Final Dividend @ Re 0.79 per Equity Share for the FY 2017-18 including the Interim Dividend @ Re 0.27 per Equity Shares already paid by the Company.**

- (i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
9	863	97.29%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
2	24	2.71%

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
11	887	100%

The resolution passed unanimously

**(C) Resolution 3- Reappointment of Sri T Srinivas (DIN: 07238361) as a Director who retires by rotation.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
9	863	97.29%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
2	24	2.71%

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
11	887	100%

The resolution passed unanimously

**(D) Resolution 4 – Reappointment of Sri S.K. Gorai (DIN: 07223221) as a Director who retires by rotation.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
9	863	97.29%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
2	24	2.71%

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
11	887	100%

The resolution passed unanimously

**(E) Resolution 5 - Fixing the remuneration of Statutory Auditors for the Financial Year 2018-19.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
9	765	86.25%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
2	122	13.75%

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
11	887	100%

The resolution passed unanimously

**(F) Resolution 6 – Ratification of Remuneration payable to M/s PKR & Associates, LLP, Cost Auditor for FY 2018-19.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
9	765	86.25%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
2	122	13.75%

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
11	887	100%

The resolution passed unanimously

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

  


Signature:

Name : V. Parthasarathy  
Company Secretary

C. P. No. : 8355

ACS No. : 2727

Place: Bangalore

Date: 31<sup>st</sup> August, 2018

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**Scrutinizer(s) Report**

(Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
[Management and Administration] Rules, 2014)

To,

The Chairman cum Managing Director  
KIOCL Limited,  
II Block, Koramangala,  
Bangalore-560034.

Sub: Scrutinizer's Report on 42<sup>nd</sup> Annual General Meeting of the Equity shareholders of KIOCL Limited, held on Friday the 31<sup>st</sup> day of August, 2018 at 12.00 Noon at Pellet Auditorium, KIOCL Ltd., II Block, Koramangala, Bangalore-560034.

Dear Sir,

I, V. Parthasarathy, Practising Company Secretary, having office at No.139, SPC Complex, 1<sup>st</sup> Floor, Gandhi Bazaar Main Road, Basavanagudi, Bangalore-560 004, have been appointed as scrutinizer of KIOCL Limited ("the company") for the purpose of poll taken on below mentioned resolutions(s) at the 42<sup>nd</sup> Annual General Meeting of the Equity shareholders of KIOCL Limited held on Friday the 31<sup>st</sup> day of August, 2018 at 12.00 Noon at Pellet Auditorium, KIOCL Ltd., II Block, Koramangala, Bangalore — 560034.

In compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 42<sup>nd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the total votes cast in favour or against if any, to the chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) on the report generated electronically for voting by use of ballots at the meeting.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked by me in the presence of all members present and witnessed by two shareholders Mr. Kamalesh Kumar C Shah & Mr. Kishore Kumar.
2. The locked box was subsequently opened by me and poll papers in the presence of two witnesses, Mr. Kamalesh Kumar C Shah & Mr. Kishore Kumar residing at

Bangalore who are not in the employment of the Company. The poll papers were reconciled with the records maintained by the company /Registrar and Transfer Agents of the company and the authorizations/ Proxies lodged with the company.

3. There are no poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of poll is as under.

**(A) Resolution 1- Adoption of Financial Statements for the year ended 31<sup>st</sup> March 2018 and the Reports of the Board of Directors and the Auditors thereon and Comments of the C and AG.**

- (i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
45	62,81,48,909	99.99%

- (ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

- (iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	200	0.01%

- (iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
46	62,81,49,109	100%

The resolution passed unanimously

**(B) Resolution 2- To declare Final Dividend @ Re 0.79 per Equity Share for the FY 2017-18 including the Interim Dividend @ Re 0.27 per Equity Shares already paid by the Company.**

- (i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
45	62,81,48,909	99.99%

- (ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0



(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	200	0.01%

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
46	62,81,49,109	100%

The resolution passed unanimously

**(C) Resolution 3- Reappointment of Sri T Srinivas (DIN: 07238361) as a Director who retires by rotation.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
45	62,81,48,909	99.99%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	200	0.01%

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
46	62,81,49,109	100%

The resolution passed unanimously

**(D) Resolution 4 – Reappointment of Sri S.K. Gorai (DIN: 07223221) as a Director who retires by rotation.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
45	62,81,48,909	99.99%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	200	0.01%

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
46	62,81,49,109	100%

The resolution passed unanimously

**(E) Resolution 5 - Fixing the remuneration of Statutory Auditors for the Financial Year 2018-19.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
45	62,81,48,909	99.99%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	200	0.01%

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
46	62,81,49,109	100%

The resolution passed unanimously

**(F) Resolution 6 – Ratification of Remuneration payable to M/s PKR & Associates, LLP, Cost Auditor for FY 2018-19.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
45	62,81,48,909	99.99%

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
1	200	0.01%

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
46	62,81,49,109	100%

The resolution passed unanimously

5. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

*V. Parthasarathy*  


Place: Bangalore  
 Date: 31<sup>st</sup> August, 2018

Signature:  
 Name : V.Parthasarathy  
 Company Secretary  
 C. P. No. : 8355  
 ACS No. : 2727

**COMBINED REPORT**  
**Of**  
**E-Voting and Poll**

Name of Company : KIOCL Limited  
 Corporate Identification Number (CIN) : L13100KA1976G01002974  
 Registered Office : II Block, Koramangala  
 Bangalore - 560034  
 Annual General Meeting : Friday, the 31<sup>st</sup> day of August 2018 at 12.00 PM

Sl. No	Resolution	e- Voting(mode)		Voting by poll (mode)		Result
		Votes Casted in favour	Votes Casted against	Votes Casted in favour	Votes Casted against	
1	Adoption of Financial Statements for the year ended 31st March 2018 and the Reports of the Board of Directors and the Auditors thereon and Comments of the C and AG.	872	15	62,81,48,909	0	Resolution passed with majority votes
2	To declare Final Dividend @ Re 0.79 per Equity Share for the FY 2017-18 including the Interim Dividend @ Re 0.27 per Equity Shares already paid by the Company.	863	24	62,81,48,909	0	Resolution passed with majority votes
3	Re-appointment of Sri T Srinivas (DIN: 07238361) as a Director who retires by rotation.	863	24	62,81,48,909	0	Resolution passed with majority votes
4	Re-appointment of Sri S.K. Gorai (DIN: 07223221) as a Director who retires by rotation.	863	24	62,81,48,909	0	Resolution passed with majority votes

5	Fixing the remuneration of Statutory Auditors for the Financial Year 2018-19	765	122	62,81,48,909	0	Resolution passed with majority votes
6	Ratification of Remuneration payable to M/s PKR & Associates, LLP, Cost Auditor for FY 2018-19.	765	122	62,81,48,909	0	Resolution passed with majority votes

Thanking you,

Yours faithfully,

*V. Parthasarathy*  


Signature:

Name : V. Parthasarathy  
Company Secretary

C. P. No. : 8355

ACS No. : 2727

Place: Bangalore

Date: 31<sup>st</sup> August, 2018

