

ಕೆಐಒಸಿಎಲ್ ಅಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :

ವಿಜ್ಞಾನ ವಿಭಾಗ, ಕೋರಮಂಗಲ

ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೭೦

ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೧೪೬೩-೫೯೪೧

ವೆಬ್ ಸೈಟ್ : www.kiocltd.in

के आई ओ सी एल लिमिटेड

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय :

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

No. S/BC/1 (18-5)/2019/506

May 27, 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: Regulation 24A of SEBI (LODR) Regulations, 2015 –
Secretarial Compliance Report for the year ended
on 31st March, 2019**

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, we enclose herewith a copy of Secretarial Compliance Report for the year ended on 31st March, 2019.

Thanking You,

Yours faithfully,
For KIOCL Limited,

(P. K. Mishra)

(P. K. Mishra)

Company Secretary & Compliance Officer

Encl.: As above



S. VISWANATHAN
COMPANY SECRETARY IN PRACTICE

Flat 'E', Susheel Chandra Apartments,
17th 'A' Cross, 10th 'A' Main
Malleswaram, Bangalore-560055
E Mail Id: cs_viswanathan@yahoo.com
Tel: 41674875 Mobile: 98452-20950

SECRETARIAL COMPLIANCE REPORT of KIOCL LIMITED
for the year ended 31st March, 2019

I have examined.

- a) All the documents and records made available to us and explanation provided by **KIOCL LIMITED** ("the Listed Entity")
- b) The filings/submissions made by a 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 year ended 31st March 2019 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") and the 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable for the period under review);
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





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And based on the above examination, I hereby report that, during the Period under review:

(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.	Regulation 17 of SEBI (LODR) Regulations, 2015 Where the Chairman of the Board is an executive director, at least half of the Board should comprise of Independent directors.	To comply with the requirement of having 50% of the Board as independent Directors, the Company is required to appoint 3 more Independent Directors.	Three Independent Directors Post remained vacant which is not in conformity with regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. However, as informed by the Company, the appointment of Directors on the Board is made by Ministry of Steel, Government of India. Further, the Company had been writing to Ministry of Steel, time to time to this effect.
2.	The Public Shareholding in the Company is 0.94% at present as on 31.03.2019. As per the SEBI Regulations, the Company is required to have a minimum of 25% as public shareholding.	To comply with this requirement Company is require to disinvest 24.06% of present shareholding	As intimated to us by the Company, the matter had been taken up with the Administrative Ministry for achieving minimum public shareholding. Further, Ministry of Finance, Department of Economic Affairs vide notification dated 3 rd August, 2018, extended the time limit for increasing the minimum public shareholding to August 2020.





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COMPANY SECRETARY IN PRACTICE

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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions 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:

Sr. No.	Action taken by Stock Exchange	Details of Violation	Details of action taken e.g. Fines, warning letter, debarment etc	Observations/remarks of the Practicing Company Secretary, if any.
1	Levy of Fine	Non-Compliance of Regulation 17(1)(b) of SEBI, LODR	Levied fine for non-compliance from quarter ended 30 th September 2018 to 31 st March 2019.	Three Independent Directors Post remained vacant which is not in conformity with regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.





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COMPANY SECRETARY IN PRACTICE

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the year ended.. (The years are to be mentioned)	Actions taken by the listed entity , if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

S. Viswanathan
Practicing Company Secretary
ACS No: 5284
CP No: 5284

Place: Bengaluru
Date : 23/05/2019

S. VISWANATHAN
Company Secretary
C.P. No. 5284