



ಕೆ.ಆರ್.ಎಸ್.ಎಲ್. ಲಿಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :
ಶಿವೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ
ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೨೧೪೬೧ ರಿಂದ ೬೬

ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೨೧೫೩-೫೯೪೧

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 - 66

फेक्स : 080-25532153-5941

वेबसाईट : www.kiocltd.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.kiocltd.in
CIN : L13100KA1976GOI002974

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

No. S/BC/1(18-5)/2022/184

June 22, 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: Notice of Postal Ballot

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our earlier letter no. S/BC/1(18-5)/2022/167 dated June 07, 2022, please find enclosed the Notice of Postal Ballot dated 22-06-2022 together with Explanatory Statement, in terms of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, seeking approval of the members of the Company for passing the Ordinary / Special Resolution(s) set out in the Postal Ballot Notice by voting through electronic means (remote e-voting).

The e-voting schedule is as follows: -

S. No.	Particulars	Schedule
1.	Date and Time of commencement of e-voting	Friday, 24-06-2022 (09:00 AM)
2.	Date and Time of end of e-voting	Saturday, 23-07-2022 (05:00 PM)

The notice of postal ballot has been sent through email to those members whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants as on cut-off date i.e., Friday, June 17, 2022. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the e-voting facility. The results of e-voting will be announced within 'two working days' from the conclusion of e-voting



ಕೆಐಒಎಲ್ ಅಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :
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ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೨೧೪೬೧ ರಿಂದ ೬೬
ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೨೧೪೬೧-೫೯೪೧
ವೆಬ್ ಸೈಟ್ : www.kiocltd.in

ISO 9001, 14001 ಮತ್ತು
OHSAS 18001 ಸಂಸ್ಥೆ
ಆರ್‌ಐ‌ಐ‌ಎಸ್ ೧೮೦೦೧, ೧೪೦೦೧ ಮತ್ತು
ಆರ್‌ಐ‌ಐ‌ಎಸ್ ೧೮೦೦೧ ಕಂಪನಿ
ISO 9001, 14001 &
OHSAS 18001 COMPANY

के आई ओ सी एल लिमिटेड

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय :
II ब्लॉक, कोरमंगला,
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कार्यालय : 080-25531461 - 66
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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.kiocltd.in
CIN : L13100KA1976GOI002974

The notice is available on Company's website at www.kiocltd.in and on the website of CDSL at www.evotingindia.com.

This is submitted for information and record.

Thanking You,

Yours faithfully,
For KIOCL Limited,

(P.K. Mishra)

Company Secretary & Compliance Officer

Encl. as above



KIOCL LIMITED

(A Government of India Enterprise)

(CIN: L13100KA1976GOI002974)

Regd. Office: II Block, Koramangala, Bengaluru – 560034

Tele / Fax: 080 - 25531525, E-mail: cs@kioclltd.in, Website: www.kioclltd.in

Notice of Postal Ballot is hereby given to Members of the Company pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") (including any statutory modification(s) or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations that the Ordinary / Special Resolution(s) set out in the Postal Ballot Notice are proposed to be passed by Shareholders / Members through Postal Ballot by voting through electronic means (remote e-voting).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolution(s) is annexed.

SPECIAL BUSINESS

1. **Appointment of Shri Changdev Sukhadev Kamble (DIN: 09351638) as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Order No. 1/10/2015-BLA (Vol-V) (pt.) dated 1st November, 2021 issued by Ministry of Steel, Govt of India and subject to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 17, 25 and other applicable regulations of SEBI (LODR) Regulations, 2015, the approval of the members of the Company be and is hereby accorded for the appointment of Shri Changdev Sukhadev Kamble (DIN: 09351638) as an Independent Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. 01.11.2021 or until orders, whichever is earlier."

2. **Appointment of Dr. Usha Narayan (DIN: 09351511) as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Order No. 1/10/2015-BLA (Vol-V) (pt.) dated 1st November, 2021 issued by Ministry of Steel, Govt of India and subject to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 17, 25 and other applicable regulations of SEBI (LODR)

Regulations, 2015, the approval of the members of the Company be and is hereby accorded for the appointment of Dr. Usha Narayan (DIN: 09351511) as an Independent Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. 01.11.2021 or until orders, whichever is earlier.”

3. Appointment of Shri. Devidatta Satapathy (DIN: 09591943) as a Govt. Nominee Director

To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Order No. S-14011/1/2022-BLA dated 27th April, 2022 issued by Ministry of Steel, Govt. of India and subject to the provisions of Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Regulation 17 of SEBI (LODR) Regulations, 2015, and based on the recommendation of Nomination and Remuneration Committee and as approved by Board of Directors, the approval of the members of the Company be and is hereby accorded for the appointment of Shri. Devidatta Satapathy (DIN: 09591943) as a Govt. Nominee Director of the Company, liable to retire by rotation w.e.f. 30.04.2022 and until further orders.”

By Order of the Board of Directors
KIOCL Limited,

Sd/-
(P. K. Mishra)
Company Secretary

Place: Bengaluru
Dated: 22.06.2022

NOTES:

1. An explanatory statement pursuant to Section 102 and 110 of the Act, setting out the material facts and reasons thereof pertaining to items of Special Business, are appended to this Postal Ballot Notice. Brief Resume(s) of the Directors seeking appointment/reappointment, in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings, are also annexed hereto.
2. KIOCL Limited is a “Government Company” within the meaning of Section 2(45) of the Companies Act, 2013 and in pursuance to Article 91 of the Articles of Association of the Company, the power to appoint Directors including Independent Directors on the Board of the Company based on their skills/expertise/competencies, is vested with the PRESIDENT OF INDIA through Administrative Ministry i.e., Ministry of Steel. In view thereof, the Board of Directors has not identified the list of core skills / expertise / competencies required by a director in the context of Company’s business, as required under Regulation 36 of SEBI (LODR) Regulations, 2015.

3. The Independent Directors are being paid sitting fees of Rs. 20,000/- and Rs. 18,000/- for attending each meeting of the Board and Committee respectively.
4. In compliance with the aforesaid MCA Circulars, this notice of Postal Ballot is being sent through email only to those members whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants and whose names appear in the register of members/ beneficial owners as on cut-off date i.e., Friday, June 17, 2022. In case your e-mail address is not registered, kindly follow the process provided in the Notes for procuring login credentials and for e-voting on the proposed resolution(s).
5. The Company is providing the facility of remote e-voting to its members and has engaged the services of Central Depository Services (India) Limited ("CDSL") for this purpose. Members are requested to go through the detailed "INSTRUCTIONS FOR REMOTE E-VOTING".
6. Postal Ballot Notice is available at Company's website at www.kioclltd.in and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com, www.nseindia.com and www.msei.in respectively and also on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. Relevant documents referred in this Postal Ballot Notice and Explanatory Statement thereto, are available for inspection by the members electronically, till 23.07.2022. Members seeking inspection may send an email to cs@kioclltd.in stating their name and Folio/DP ID/Client ID.
8. The remote e-voting period begins on 24.06.2022 at 09:00 a.m. and ends on 23.07.2022 at 05:00 p.m., both days inclusive. During this period, members holding shares either in physical form or in dematerialized form, as on the record date (cut-off date) of 17.06.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
9. Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors at its meeting held on 24.05.2022, has appointed Mr. SN Mishra (FCS: 6143) of M/s SNM & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
10. Based on the report of the Scrutinizer, the results of Postal Ballot / remote e-voting shall be announced within 'two working days' of conclusion of remote e-voting process, i.e., on or before 26.07.2022 and will be simultaneously communicated to BSE, NSE, MSEI and uploaded on the website of the Company i.e., www.kioclltd.in and of CDSL i.e., www.evotingindia.com.
11. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., 23.07.2022.

CDSL E-VOTING SYSTEM: INTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on 24.06.2022 at 09:00 a.m. and ends on 23.07.2022 at 05:00 p.m., both days inclusive. During this period, members holding shares either in physical form or in dematerialized form, as on the record date (cut-off date) of 17.06.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode (CDSL/NSDL) is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting

	<p>option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for physical shareholders and shareholders other than individual shareholders holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (viii) Click on the EVSN <220607004> of KIOCL Limited on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option 'YES' or 'NO' as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address mishra@snmassociates.in and to the Company at the email address cs@kioclltd.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1.	For Physical shareholders	Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Company at cs@kioclltd.in and RTA at irg@integratedindia.in.
2.	For Demat shareholders	Please update your email id and mobile no. with your respective Depository Participant (DP).
3.	For Individual Demat shareholders	Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the items of Special business mentioned under Item No. 1 to 3 of the accompanying Postal Ballot Notice:

Item No. 1: Appointment of Shri. Changdev Sukhadev Kamble (DIN: 09351638) as an Independent Director

Ministry of Steel vide its Order no. 1/10/2015-BLA (Vol-V) (pt.) dated 1st November, 2021, appointed Shri. Changdev Sukhadev Kamble as Non-official Independent Director on the Board of the Company and was accordingly appointed by the Board as an Additional Director designated as Independent Director w.e.f. 01/11/2021 for a period of three years or till further orders, whichever is earlier, subject to the approval of shareholders of the Company.

In accordance with Regulation 17(1C) of SEBI (LODR) Regulations, 2015, approval of the shareholders for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Shri. Changdev Sukhadev Kamble is not disqualified from being appointed as a director in terms of Section 164 of the Act. He is holding valid DIN and registered with Independent Director's Database maintained by IICA. The Company has also received a declaration from Shri. Kamble that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company is, in any way, concerned or interested, financially or otherwise, in this Resolution.

Brief profile of Shri. Changdev Sukhadev Kamble in accordance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with this notice.

The Board recommends the Special Resolution as set out in the notice for approval by the shareholders.

Item No. 2: Appointment of Dr. Usha Narayan (DIN: 09351511) as an Independent Director

Ministry of Steel vide its Order no. 1/10/2015-BLA (Vol-V) (pt.) dated 1st November, 2021, appointed Dr. Usha Narayan as Non-official Independent Director on the Board of the Company and was accordingly appointed by the Board as an Additional Director designated as Independent Director w.e.f. 01/11/2021 for a period of three years or till further orders, whichever is earlier, subject to the approval of shareholders of the Company.

In accordance with Regulation 17(1C) of SEBI (LODR) Regulations, 2015, approval of the shareholders for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Dr. Usha Narayan is not disqualified from being appointed as a director in terms of Section 164 of the Act. She is holding valid DIN and registered with Independent Director's Database maintained by IICA. The Company has also received a declaration from Dr. Usha Narayan that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company is, in any way, concerned or interested, financially or otherwise, in this Resolution.

Brief profile of Dr. Usha Narayan in accordance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with this notice.

The Board recommends the Special Resolution as set out in the notice for approval by the shareholders.

Item No. 3: Appointment of Shri. Devidatta Satapathy (DIN: 09591943) as a Govt. Nominee Director

Pursuant to the order No. S-14011/1/2022-BLA dated 27th April, 2022 issued by the Ministry of Steel, Government of India, appointed Shri. Devidatta Satapathy (DIN: 09591943) as Govt. Nominee Director on the Board of the Company. Accordingly, Shri Satapathy was appointed as an Additional Director designated as Government Nominee Director by the Board of Directors w.e.f. 30/04/2022 (i.e., from the date of allotment of DIN as per the requirement of the Companies Act, 2013) and until further orders, subject to the approval of shareholders of the Company.

Further, the appointment of Shri Devidatta Satapathy as Govt. Nominee Director has been recommended by the Nomination and Remuneration Committee of the Company.

In accordance with Regulation 17(1C) of SEBI (LODR) Regulations, 2015, approval of the shareholders for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company is, in any way, concerned or interested, financially or otherwise, in this Resolution.

Brief profile of Shri. Devidatta Satapathy in accordance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed with this notice.

The Board recommends the Ordinary Resolution as set out in the notice for approval by the shareholders.

BRIEF RESUME OF THE DIRECTORS

Name	Shri. Changdev Sukhadev Kamble	Dr. Usha Narayan	Shri. Devidatta Satapathy
DIN	09351638	09351511	09591943
Date of Birth & Age	01/06/1964 & 58 years	09/05/1969 & 53 years	27/07/1980 & 41 years
Date of Appointment	01/11/2021	01/11/2021	30/04/2022
Qualification	1) M.A. 2) M. Phil 3) Ph. D in Marathi	1) Bachelor in Ayurveda, Medicine and Surgery (B.A.M.S.) 2) MBA in Healthcare Services 3) Diploma in Pharmacy (D. Pharma) in Allopathic Medicine	1) Bachelor's degree in Mechanical Engineering from UCE BURLA of Sambalpur University 2) Master's degree from Nagaoka University of Technology, Japan

Nature of expertise in specific functional areas	Shri Changdev Sukhadev Kamble is having experience of more than 30 years in teaching. Currently, he is working as a Professor of Marathi at Rayat Shikshan Sanstha, Satara.	Dr. Usha Narayan is having experience of more than 10 years in health care services. Currently, she is engaged in Medical Practice. She was Ayush Medical Officer in National Health Mission.	Shri Devidatta Satapathy, belongs to the Indian Railway Service of Mechanical Engineers (IRSME-2009). He is presently holding the post of Deputy Secretary, Ministry of Steel, Government of India. Prior to joining Government of India in 2009, he was serving ONGC (Oil and Natural Gas Corporation) as an Executive Engineer.
Disclosure of relationships between Directors inter-se	There exists no relationship between Directors inter-se.	There exists no relationship between Directors inter-se.	There exists no relationship between Directors inter-se.
Directorship held in other listed entities	NIL	NIL	NIL
Cessation from listed entities (in past three years)	NIL	NIL	NIL
Membership/ Chairmanship of Committees of the Board	Member of Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Chairman of Investment, Project Appraisal & Monitoring Committee of the Company.	Member of Stakeholders Relationship Committee, Risk Management Committee and Investment, Project Appraisal & Monitoring Committee and Chairperson of Corporate Social Responsibility Committee of the Company.	NIL
No. of Equity shares held in KIOCL Limited	NIL	NIL	NIL

By Order of the Board of Directors
KIOCL Limited,

Sd/-
(P. K. Mishra)
Company Secretary

Place: Bengaluru
Dated: 22.06.2022
