

**ಕೆಐಒಸಿಎಲ್ ಅಮಿಟೆಡ್**

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

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

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೭೦  
ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೧೪೬೧-೫೯೪೧  
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  
फेक्स : 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



ಇಎಸ್ಒ 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)/2019/649

July 11, 2019

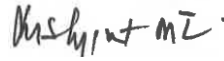
<b>National Stock Exchange of India Limited</b> Scrip Code: KIOCL Through: NEAPS
<b>BSE Limited</b> Scrip Code: 540680, Scrip Name: KIOCL Through: BSE Listing Centre
<b>Metropolitan Stock Exchange of India Limited</b> Scrip Code: KIOCL Through: mylisting

Dear Sir/Madam,

**Sub: Corporate Governance Report under regulation 27(2) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

In pursuance to regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, find enclosed the compliance report on Corporate Governance for the 1<sup>st</sup> quarter ended on 30<sup>th</sup> June 2019 in annexed herewith.

Thanking you,

Yours faithfully,  
For KIOCL Limited,  
  
(P. K. Mishra)  
Company Secretary &  
Compliance Officer

Encl: as above

<b>General information about company</b>	
Scrip code	540680
NSE Symbol	KIOCL
MSE Symbol	KIOCL
ISIN	INE880L01014
Name of the entity	KIOCL LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I																		
Annexure I to be submitted by listed entity on quarterly basis																		
I. Composition of Board of Directors																		
Disclosure of notes on composition of board of directors explanatory												Textual Information(1)						
Whether the listed entity has a Regular Chairperson												Yes						
Whether Chairperson is related to MD or CEO												Yes						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	MV SUBBARAO	ACWPM1673M	06495576	Executive Director	Chairperson	CEO-MD	06-06-1961	30-01-2018				1	0	0	0		
2	Mr	N VIDYANANDA	AAVPM7240C	06729244	Executive Director	Not Applicable		28-02-1960	01-11-2013				1	0	2	0		
3	Mr	SK GORAI	AFAPG2288P	07223221	Executive Director	Not Applicable		13-01-1963	11-11-2016				1	0	1	0		
4	Mr	SARASWATI PRASAD	ACYPP2298R	07729788	Non-Executive - Nominee Director	Not Applicable		24-12-1960	08-02-2017				3	0	0	0		

<b>I. Composition of Board of Directors</b>																		
<b>Disclosure of notes on composition of board of directors explanatory</b>																		
<b>Wether the listed entity has a Regular Chairperson</b>																		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	T SRINIVAS	ACKPT5437G	07238361	Non-Executive - Nominee Director	Not Applicable		01-03-1962	15-07-2015				2	0	0	0		
6	Mr	MADHAV LAL	AAFPL3721J	06547581	Non-Executive - Independent Director	Not Applicable		04-06-1955	27-11-2015	27-11-2018		12	1	1	2	0		
7	Ms	DEEPIKA SHARMA	AKAPS6185L	07734495	Non-Executive - Independent Director	Not Applicable		23-10-1970	10-02-2017			36	1	1	1	1		
8	Mr	JAGDISH P. JOSHI	ACGPJ2662R	03385677	Non-Executive - Independent Director	Not Applicable		20-06-1971	14-12-2018			36	1	1	1	1		

<b>I. Composition of Board of Directors</b>																		
<b>Disclosure of notes on composition of board of directors explanatory</b>																		
<b>Wether the listed entity has a Regular Chairperson</b>																		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	T SAMINATHAN	ABHPS5092G	08291153	Executive Director	Not Applicable		10-05-1964	09-01-2019				1	0	2	0		

<b>Text Block</b>	
Textual Information(1)	Three Independent Directors posts remained vacant which is not in conformity with Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015. However, being a Government Company, the appointment of Directors on the Board is made by Ministry of Steel, Govt. of India. Further the Company had been writing to Ministry of Steel, time to time to this effect.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03385677	JAGDISH P. JOSHI	Non-Executive - Independent Director	Chairperson	26-03-2019		
2	06547581	MADHAV LAL	Non-Executive - Independent Director	Member	26-03-2019		
3	07734495	DEEPIKA SHARMA	Non-Executive - Independent Director	Member	26-03-2019		
4	08291153	T SAMINATHAN	Executive Director	Member	26-03-2019		
5	06729244	N VIDYANANDA	Executive Director	Member	26-03-2019		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03385677	JAGDISH P. JOSHI	Non-Executive - Independent Director	Chairperson	21-05-2019		
2	06547581	MADHAV LAL	Non-Executive - Independent Director	Member	21-05-2019		
3	07734495	DEEPIKA SHARMA	Non-Executive - Independent Director	Member	21-05-2019		
4	06495576	MV SUBBA RAO	Executive Director	Member	21-05-2019		Textual Information(1)



<b>Sr Text Block</b>	
Textual Information(1)	As per Regulation 19 of SEBI LODR Regulations 2015 the chairperson of the Company, MV Subba Rao being an executive , is also a member of the Nomination and Remuneration Committee and is not chairing this committee.

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07734495	DEEPIKA SHARMA	Non-Executive - Independent Director	Chairperson	21-05-2019		
2	06547581	MADHAV LAL	Non-Executive - Independent Director	Member	21-05-2019		
3	03385677	JAGDISH P. JOSHI	Non-Executive - Independent Director	Member	21-05-2019		
4	06729244	N VIDYANANDA	Executive Director	Member	21-05-2019		
5	08291153	T SAMINATHAN	Executive Director	Member	21-05-2019		
6	07223221	SK GORAI	Executive Director	Member	21-05-2019		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06547581	MADHAV LAL	Non-Executive - Independent Director	Chairperson	26-03-2019		
2	06729244	N VIDYANANDA	Executive Director	Member	26-03-2019		
3	07223221	SK GORAI	Executive Director	Member	26-03-2019		
4	08291153	T SAMINATHAN	Executive Director	Member	26-03-2019		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07734495	DEEPIKA SHARMA	Non-Executive - Independent Director	Chairperson	21-05-2019		
2	06547581	MADHAV LAL	Non-Executive - Independent Director	Member	21-05-2019		
3	03385677	JAGDISH P. JOSHI	Non-Executive - Independent Director	Member	21-05-2019		
4	07223221	SK GORAI	Executive Director	Member	21-05-2019		
5	06729244	N VIDYANANDA	Executive Director	Member	21-05-2019		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	08-02-2019				Yes		
2	26-03-2019		45		Yes		
3		21-05-2019	55		Yes	9	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	08-02-2019				Yes		
2	Audit Committee	26-03-2019	45			Yes		
3	Audit Committee	21-05-2019	55			Yes	5	3

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	PUSHP KANT MISHRA
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	Three Independent Directors posts remained vacant which is not in conformity with Regulation 17(1)(b) of the SEBI (LODR)Regulations, 2015. However, being a Government Company, the appointment of Directors on the Board is made by Ministry of Steel, Govt. of India.Further, the Company had been writing to Ministry of Steel, time to time to this effect.

<b>Signatory Details</b>	
Name of signatory	PUSHP KANT MISHRA
Designation of person	Company Secretary and Compliance Officer
Place	BANGALORE
Date	11-07-2019

