

केम्ब्रिजिड अडिडिड

(डरड सकरड लुदुडु)

नेडरडरडरड कडरडरडरड :

डनेर डरडरड, करडरडरडरड
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दरडरडरडरड : ०डरड-डरडरडरडरडरडरड ०रडरड ॡ०

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डरडरडरडरड : www.kioclltd.in

के आई ओ सी एल लिडिडिड

(डरडरड सरकरड कड डरडरड)

डरडरडरडरड कडरडरडरडरड :

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डरडरडरडरड : 080-25532153-5941

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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.kioclltd.in

CIN : L13100KA1976GOI002974



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ओरडरडरडरडरड 18001 कडरडरड
ISO 9001, 14001 &
OHSAS 18001 COMPANY

No. S/BC/1 (18-5)/2016/473 -

April 11, 2016

Metropolitan Stock Exchange of India Ltd. (MSEI)

Vibgyor Towers, 4th floor,

Plot No C 62, G - Block,

Opp. Trident Hotel,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400 098

E-mail: Listingcompliance@mse.in

Ref: - Symbol: KIOCL, Series: BE, ISIN: INE880L01014

Dear Sir,

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 4th quarter and financial year ended on 31st March 2016 in Annexure - I & Annexure-II respectively.

Thanking you,

Yours faithfully,
For KIOCL Limited,

(S. K. Padhi)

Company Secretary

Encl: As above.

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: - KIOCL Limited

2. Quarter ending: - 31st March 2016

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non Executive/ independent / Nominee) &	Date of Appt. in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	
Mr	Malay Chatterjee	AALPC2725M 00380683	Executive	01/07/2012	30/06/2017	1	-	-	
Mr	Laxminarayana	AAOPL5283C 03588092	Executive	01/09/2011	31/05/2016	1	2	-	
Mr	M.V. Subba Rao	ACWPM1673M 06495576	Executive	01/02/2013	31/01/2018	1	1	-	
Mr	N. Vidyanda	AAVPN7240C 06729244	Executive	01/11/2013	31/10/2018	1	1	-	
Ms	Bharathi S. Sihag	AFCPB7150F 02154196	Nominee	16/03/2015	Ex-Officio	5	1	1	

Mr	T. Srinivas	ACKPT5437G 07238361	Nominee	15/07/2015	Ex-Officio	1	-
Mr	S. Manoharan	ACTPM5701H 03521659	Independent	05/07/2013	04/07/2016	1	2
Mr	S Raghunath	AASPR0744A 00458251	Independent	05/07/2013	04/07/2016	5	2
Mr	P K Bajaj	AAJPB1560H 02216069	Independent	05/07/2013	04/07/2016	1	1
Mr	BK Sahoo	ABTPS2595Q 00160494	Independent	30/01/2014	29/01/2017	2	1
Mr	Madhav Lal	AAFPL3721J 06547581	Independent	27/11/2015	26/11/2018	1	-

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members (S/Sri)	Category (Chairperson/Executive/Nonexecutive/independent/Nominee) \$
1. Audit Committee & Risk Management Committee	BK. Sahoo S. Raghunath PK Bajaj S. Manoharan Madhav Lal MV Subba Rao	Chairman, Independent Director Independent Director Independent Director Independent Director Independent Director Executive, Director (Commercial)
2. Nomination & Remuneration Committee	S. Manoharan S. Raghunath BK. Sahoo	Chairman, Independent Director Independent Director Independent Director
3. Stakeholders Relationship Committee'	S. Manoharan S. Raghunath	Chairman, Independent Director Independent Director

	Laxminarayana N. Vidyanda	Executive, Director (Finance) Executive, Director (P&P)	
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
05/11/2015	13/01/2016	68 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit & Risk Mgmt. 20/03/2016	Yes	04/08/2015	116 days
Nomination & Remuneration -	-	07/09/2015	NA
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)refer note below	
Whether prior approval of audit committee obtained		NOT APPLICABLE	
Whether shareholder approval obtained for material RPT		NOT APPLICABLE	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NOT APPLICABLE	
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.			

VI. Affirmations

1. **The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:** - The Board Structure in KIOCL as sanctioned by Govt. of India comprises of CMD who is assisted by Three Functional Directors. In pursuance to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Six Independent Directors are required on the Board of KIOCL. At the end of 3rd Quarter, five Independent Directors are on the Board and one Independent Directors position is lying vacant. The appointment of one Independent Director is under the consideration of Govt. of India.
2. **The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:** -
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. **The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.**
4. **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.**
5. **This report and/or the report submitted in the previous quarter have been placed before Board of Directors and Board noted the same (Any comments/observations/advice of Board of Directors may be mentioned here)**

Name & Designation



SK Padhi

Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year

1. Name of Listed Entity: - KIOCL Limited

2. Financial Year: - 2015-16

I. Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA) refer note below
Item	
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	NA
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	Yes


II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No The Board Structure as sanctioned by Govt. of India comprises of CMD assisted by Three Functional Directors. In pursuance to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Six Independent Directors are required on the Board of KIOCL. At the end of 4 th Quarter, five Independent Directors are on the Board and one Independent Directors position is lying vacant. The appointment of one Independent Director is under the consideration of Govt. of India.
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA
Code of Conduct	17(5)	Yes

Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	NA
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be

<p>indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <ol style="list-style-type: none">2. If status is "No" details of non-compliance may be given here.3. If the Listed Entity would like to provide any other information the same may be indicated here.
<p>III. Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>
<p> Name & Designation Company Secretary & Compliance Officer</p>