

## KIOCL LIMITED

(A Government of India Enterprise)  
(CIN: L13100KA1976GOI002974)

Regd. Office: II Block, Koramangala, Bengaluru – 560034  
Tele Fax-080-25531525, Website: www.kioclltd.in, e-mail: cs@kioclltd.com

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE FORTY-SECOND ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF KIOCL LIMITED** (CIN: L13100KA1976GOI002974) will be held on Friday, the 31st August 2018, at 12.00 Noon at the Pellet Auditorium (an Annexe to the Registered Office of the Company) at II Block, Koramangala, Bengaluru – 560 034, to transact the following businesses(s): -

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2018 and the Profit and Loss Account for the financial year ended on that date together with the Reports of the Board of Directors and the Auditors thereon and Comments of the Comptroller and Auditor General of India.
2. To declare Final Dividend @ Re 0.79 per Equity Share. Further to approve an Interim Dividend @ Re 0.27 per Equity Shares, already paid during the year, for the year ended March 31, 2018.
3. To appoint a Director in place of Sri T. Srinivas (DIN: 07238361), who retires by rotation at this AGM and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Sri S.K. Gorai (DIN: 07223221), who retires by rotation at this AGM and being eligible offers himself for re-appointment.
5. To pass with or without modification(s) the following resolution as an Ordinary Resolution for fixing the remuneration of Statutory Auditors:-  
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors, be and are hereby

authorized for fixation of annual statutory audit fee payable to the Statutory Auditors for the financial year 2018-19.”

#### SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. PKR & Associates LLP, Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Pellet Plant Unit of Company for the financial year 2018-19, the remuneration of ₹ 50,000 /- (Rupees Fifty Thousand Only) plus taxes as applicable and reimbursement of actual travel and other out of pocket expenses to be paid to the Cost Auditors of the Company for Financial Year 2018-19 as approved by the Board of Director of the Company be and is hereby ratified.”

By Order of the Board of Directors  
KIOCL Limited,



**(S. K. Padhi)**

Company Secretary

Place : New Delhi

Dated : 31.07.2018

**NOTES:**

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of himself / herself and such proxy need not be a member of the company. A person can act as proxy on behalf of maximum of 50 members and holding in the aggregate not more than 10 % of the total share capital of the company.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf.
3. The enclosed Proxy form (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the AGM i.e. on or before 12.00 Noon on 29.08.2018.
4. During the period beginning 24 hours before the time fixed for the commencement of AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Member / proxy / authorised representatives should bring the attendance slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements, in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
7. Members may also note that Notice of 42<sup>nd</sup> AGM and Annual Report will be available on the website of the Company i.e. www.kioclld.in.
8. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Members as at the end of 24.08.2018. The dividend will be paid on or before 29.08.2018.
9. The Register of Members and Share Transfer Book will remain closed from 25.08.2018 to 31.08.2018 (both days inclusive) for the purpose of payment of final dividend for the FY ended March 31, 2018 and the AGM. The voting rights of members shall be in proportion to their share of the paid-up share capital of the Company as on 24.08.2018 (Cut-off date).
10. The Annual Report 2017-18, the Notice of 42<sup>nd</sup> AGM alongwith instructions for e-voting, attendance slip and proxy form is being sent by electronic mode to members whose email id are registered with the Company/depository participants, unless a member has requested for a physical copy. For members who have not registered their email addresses, physical copy is being sent by permitted mode.
11. The Company has designated an exclusive e-mail Id i.e. cs@kioclld.com for redressal of shareholders/investors complaints/grievances. Members must quote their folio numbers / demat account no. and contact details in all correspondence with Company / Registrar and Share Transfer Agent.

**12. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and notified SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018. With the amendment, SEBI has mandated that the transfer of securities would be carried out in dematerialized form only with effect from December 5, 2018. Accordingly, Shareholders holding**

**Shares in physical form are hereby notified that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed with effect from December 5, 2018 unless the securities are held in the dematerialized form with a depository.**

13. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses, set out above is annexed hereto.
14. In pursuance to provisions of Section 152(6) (a) of the Companies Act, 2013, Sri T. Srinivas (DIN: 07238361), Official Part-Time Director and Sri S.K. Gorai (DIN: 07223221), Director (Finance) retires by rotation and being eligible, offers themselves for re-appointment. However, Sri T. Srinivas's appointment on Board of KIOCL is co-terminus with his post in Ministry of Steel, Govt. of India and as per the original terms of appointment issued by President of India, Sri SK Gorai shall hold office for a period of five years from the date of his assumption of charge or till the date of his superannuation or until further orders, whichever is the earliest.
15. Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Auditors of a Government Company are appointed or re-appointed by the Comptroller & Auditor General (C&AG) of India and their remuneration is fixed by the Company in the Annual General Meeting. The General Meeting may authorize the Board to fix up an appropriate remuneration of Auditors for the year 2018-19 as may be deemed fit by the Board.
16. Brief resume pursuant to Regulation 36(3) of the Listing Regulation and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking re-appointment at the AGM form part of the Notice.
17. Members are requested to address all correspondence including dividend to the Company's Registrar and Share Transfer Agent M/s. Integrated Registry Management Services Private Limited, #30, Ramana Residency, Ground Floor, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru - 560 003
18. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent or to Company Secretary. Notice is hereby given to the members that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund Authority (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
19. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. This can be done by updating your email addresses with depository participant /registrar & share transfer agent.
20. Members whose shareholding is in electronic mode are requested to direct change in address notifications and updates of bank account details to their respective depository participants. We request members to utilize the Electronic Clearing System (ECS) for receiving dividends.
- 21. SEBI has mandated the submission of PAN and Bank Particulars by every participant in the securities market. Members holding shares in the electronic form are therefore requested to submit their PAN and Bank particulars to their depository participants. Members holding Shares in physical form are requested to**

**update the bank particulars and PAN details to Registrar and Transfer Agent (RTA), if not already updated.**

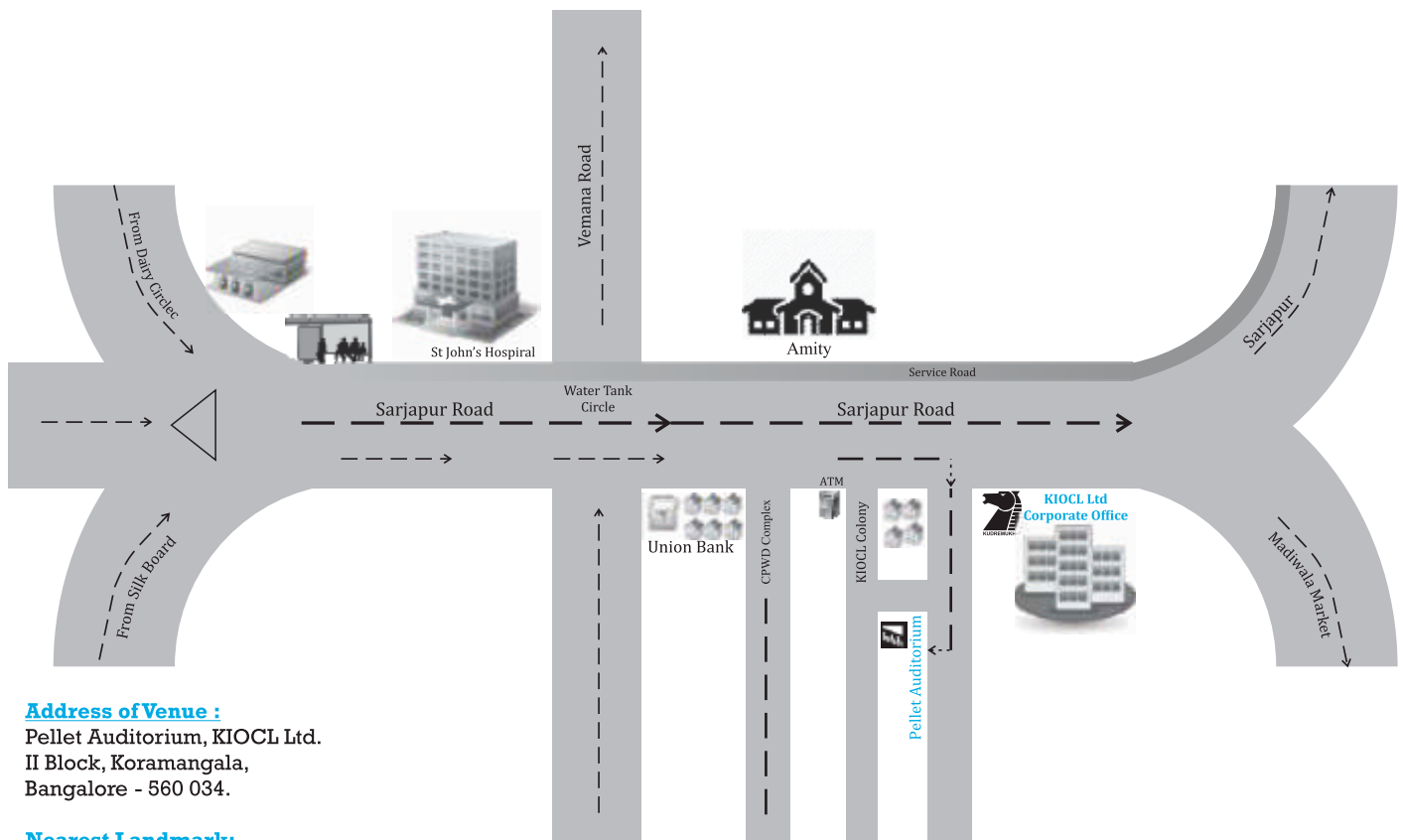
22. Company's shares are available in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN number allotted to the Company's share is - ISIN:INE880L01014. Members are advised to get in touch with the Depository participant (DP)/Registrar and Transfer Agent for further details.

**23. The route map of the venue of 42<sup>nd</sup> AGM along with prominent landmarks is given under:**

**24. Voting through electronic means**

Pursuant to Section 108 of the Ac, read with Regulation 44 of the Listing Regulations the Company has provided its members a facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). The instruction for e-voting is annexed to the Notice. The Board has appointed Mr. V. Parthasarathy of M/s V. Mahesh and Associates, Practicing Company Secretaries to scrutinize the e-voting in a fair and transparent manner.

**Route Map-Venue of 42<sup>nd</sup> AGM**



**Address of Venue :**  
Pellet Auditorium, KIOCL Ltd.  
II Block, Koramangala,  
Bangalore - 560 034.

**Nearest Landmark:**  
Amity

## INSTRUCTIONS FOR E-VOTING

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28.08. 2018 at 9.00 AM and ends on 30.08.2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24.08. 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form:</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>◆ 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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians :
  - ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENT (Pursuant to Section 102(1) of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 6 of the accompanying Notice:

### Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit and Risk Management Committee, has approved the appointment of M/s. PKR & Associates LLP, Cost Accountants to conduct the audit of the cost records of the Pellet Plant Unit of Company for the financial year 2018-19, at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus taxes as applicable and reimbursement at actual travels and other out of pocket expenses.

In accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors as approved by the Board of Directors is required to be subsequently ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board of Directors  
KIOCL Limited,



**(S. K. Padhi)**  
Company Secretary

Place : New Delhi  
Dated : 31.07.2018

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name	Sri T. Srinivas (DIN: 07238361)	Sri S.K. Gorai (DIN : 07223221)
Date of Birth	01.03.1962	13.01.1963
Date of appointment	15.07.2015	11.11.2016
Qualifications	M.A., M. Phil.	Chartered Accountant, PGDBM (Finance & Strategy)
Nature of expertise	Central Civil Service	Experience of three decades in a number of large private sector, MNC as well as CPSUs.
Directorships held in other Companies	MOIL	NIL
Memberships/ Chairmanships of committee of other Public Companies	NIL	NIL

## KIOCL LIMITED

(A Government of India Enterprise)  
(CIN:L13100KA1976GOI002974)

Regd. Office: II Block, Koramangala, Bengaluru – 560034  
Tele Fax-080-25531525, Website: www.kioclltd.in, e-mail: cs@kioclltd.com

### FORM NO. MGT 11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules 2014]

Name of the member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

Regd. E-mail: \_\_\_\_\_

Folio No/DP ID-Client ID: \_\_\_\_\_

I/We, being the member (s) of KIOCL Limited holding \_\_\_\_\_ shares of the above named Company, hereby appoint

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42<sup>nd</sup> AGM of the Company, to be held at the Pellet Auditorium (an Annexe to the Registered Office of the Company) at II Block, Koramangala, Bengaluru – 560 034 on 31.08.2018 at 12.00 Noon and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional	
		For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of the Audited Financial Statements for the year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon and Comments of the C&AG.		
2.	To declare Final Dividend @ Rs 0.79 per Equity Share for the FY 2017-18 and also approve the Interim Dividend @ Re 0.27 per Equity Shares already paid by the Company.		
3.	Re-appointment of Sri T. Srinivas (DIN: 07238361) as a Director who retires by rotation.		
4.	Re-appointment of Sri SK Gorai (DIN: 07223221) as a Director who retires by rotation.		
5.	Fixing the remuneration of Statutory Auditors for the Financial Year 2018-19.		
<b>SPECIAL BUSINESS</b>			
6.	Ratification of Remuneration Payable to M/s. PKR & Associates, LLP, Cost Auditor for FY 2018-19.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder's

- Note:**
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
  2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 42<sup>nd</sup> Annual General Meeting.
  3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
  4. Please complete all details including details of member(s) in above box before submission.





## E-COMMUNICATION REGISTRATION FORM

To

Integrated Registry Management Services Private Limited  
 Unit : KIOCL Limited  
 #30, Ramana Residency  
 4th Cross, Sampige Road,  
 Malleswaram,  
 Bangalore - 560003

### GREEN INITIATIVE IN CORPORATE GOVERNANCE

I/We hereby exercise my/our option to receive all communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Directors' Report, Auditor's Report etc. in Electronic mode pursuant to the 'Green Initiative in Corporate Governance' taken by Ministry of Corporate Affairs. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No./DP ID & Client ID No.:	_____
Name of 1st Registered Holder :	_____
Name of Joint Holder(s), if any :	_____
Registered Address of the sole/ 1st Registered Holder :	_____ _____ _____ _____
No. of Shares Held :	_____
E-mail ID (to be registered) :	_____
Date : _____	Signature : _____

Notes :

- 1) On registration, all communication will be sent to the e-mail ID registered.
- 2) The form is also available on the website of the company 'www.kioclltd.in' under the section of 'Shareholders' information.
- 3) Shareholders are requested to keep the Company's Registrar - Integrated Registry Management Services Private Limited as and when there is any change in the e-mail ID.