



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-FIRST ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF **KIOCL LIMITED** (CIN: L13100KA1976GOI002974) will be held on Thursday, 31st August 2017, 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: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 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 0.37 per Equity Share for the FY 2016-17 including the Interim Dividend @ Re 0.11 per Equity Shares already paid by the Company.
3. To appoint a Director in place of Sri MV Subba Rao (DIN: 06495576) who retires by rotation at this AGM and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Sri N. Vidyananda (DIN: 06729244) 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 2017-18.”

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015,

Sri S.K. Gorai (DIN: 07223221), who was appointed as Additional Director designated as Director (Finance) pursuant to Article 114(xxxii) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 11.11.2016 to hold office upto this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Sri Saraswati Prasad (DIN: 07729788), who was appointed as Additional Director designated as Govt. Nominee Director pursuant to Article 114(xxxii) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 08.02.2017 to hold office upto this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Dr. Deepika Sharma (DIN: 07734495), who was appointed as Additional Director designated as Independent Director pursuant to Article 114(xxxii) of the Articles of Association of the Company read with Section 161 (1) of the Companies Act, 2013 w.e.f. 10.02.2017 to hold office upto this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

9. 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), CMA Shivannarayana G, Partner, 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 2017-18, be paid a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes, and other out of pocket expenses to be reimbursed on production of bills, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
KIOCL Limited,

(S. K. Padhi)
Company Secretary

Place: New Delhi
Dated: 01.08.2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 % of the total share capital of the Company.
3. A Proxy shall not have the right to speak at the AGM.
4. 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. 12.00 Noon on 29.08.2017.
5. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL.
6. Member / proxy holder must bring the attendance slip to the AGM and hand it over at the registration counter as duly signed and executed.
7. 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.
8. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least ten days in advance of the AGM so that the replies may be made available at the AGM.
9. Members may visit the website of the Company i.e. www.kioclltd.in to get the Annual Report.



10. Members are requested to address all correspondence in relation to share matters to the Company's Registrar and Transfer Agent at the following address: -

M/s Integrated Registry Management Services Private Limited

#30, Ramana Residency,

Ground Floor, 4th Cross,

Sampige Road, Malleswaram,

Bengaluru - 560 003

Ph. No. 080-2346 0815-818, Fax No. 080-2346 0819

E-mail: irg@integratedindia.in

Website: www.integratedindia.in

11. The Company has designated an exclusive e-mail id i.e. cs@kioclltd.com for redressal of shareholders/investors complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at the above mentioned e-mail address.
12. Members who are holding shares in more than one folios are requested to intimate the Registrar and Share Transfer Agents the details of all their folio numbers for consolidation into a single folio. Members must quote their folio numbers / demat account no. and contact details in all correspondence with Company / Registrar and Share Transfer Agent.
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 case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. In pursuance to provisions of Section 152(6) (a) of the Companies Act, 2013, Sri M.V. Subba Rao (DIN: 06495576), Director (Commercial) and Sri N. Vidyananda (DIN: 06729244), Director (Production and Projects) retire by rotation and being eligible, offers themselves for re-appointment. However, as per the original terms of appointment issued by President of India, Sri MV Subba Rao and Sri N. Vidyananda shall hold office for a period of five years from the date of their assumption of charge or till the date of their superannuation or until further orders, whichever is the earliest.
16. In pursuance to Section 161 of the Companies Act, 2013 Sri S K Gorai, (DIN: 07223221), Sri Saraswati Prasad, (DIN: 07729788) and Dr. Deepika Sharma (DIN: 07734495) were appointed as Additional Directors on the Board of KIOCL Limited who shall hold office only upto the date of the next AGM. The Board has recommended their appointments. However, as per the appointment order F.No.5/3/2015-BLA dated 08.11.2016, Sri S K 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. In pursuance to order No. 1/16/2015-BLA dated 08.02.2017 Sri Saraswati Prasad's appointment on Board of KIOCL is co-terminus with his post in Ministry of



Steel, Govt. of India and vide order F.No. 1(10)/2015-BLA (Vol-II) dated 31.01.2017, the tenure of Dr. Deepika Sharma on Board of KIOCL is for a period of three years from the date of appointment or till further orders whichever is earlier.

17. Brief resume of the Directors proposed for appointment and re-appointment as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 is annexed hereto and form part of the Notice.
18. Your Company paid an Interim Dividend @1.1% of the Paid up Share Capital amounting to Rs.6.97 Crores on 10.02.2017, out of its free reserve of previous year. In view of improved financial performance during the year, your Board of Directors recommended in its meeting held on May 29, 2017 a final dividend of 50% of Profit after Tax for the Financial Year ended March 31, 2017 for the consideration and approval of Shareholders, which works out to be Re 0.37 per Equity Share including the Interim Dividend @ Re. 0.11 per Equity Shares already paid.
19. The Voting rights of members shall be in proportion to their share of the paid up share capital of the company as on 24.08.2017 (Cut off date)
20. In terms of Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Book will remain closed from 25.08.2017 to 31.08.2017 (both days inclusive) for the purpose of the AGM.
21. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 24, 2016 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.kioclltd.in/user/cms/108>. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.
22. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2008-09 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://www.kioclltd.in/user/cms/108> to ascertain details of shares liable for transfer in the name of IEPF Authority.



23. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participants.

24. Voting through electronic means

Pursuant to Regulation 44 of the Listing Regulations the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28.08.2017 at 9.00 AM and ends on 30.08.2017 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 of 24.08.2017 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.
- (iii) Click on Shareholders.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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">• 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.• 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.
Dividend Bank Details OR 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">• 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).

(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.

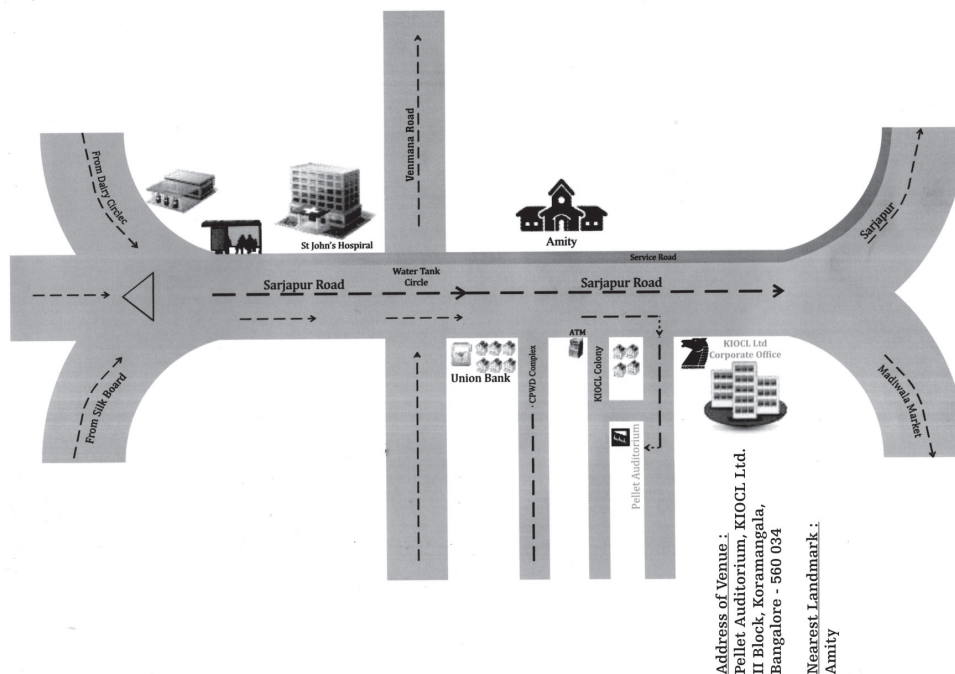
(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(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 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. 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 and register themselves as Corporate.
 - 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com

25. The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website www.kioclltd.in and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
26. 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 2017-18 as may be deemed fit by the Board.
27. 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.
28. **Green Initiative:** As part of the Green Initiative, the Ministry of Corporate Affairs (MCA), Government of India, has permitted companies to send official documents to their shareholders electronically. The Company has already embarked on this initiative. In terms of the provisions of the Companies Act, 2013 and Listing Regulations, the Company provides an opportunity to shareholders to register their email address and changes, if any, from time to time, with the STA / DP. This would enable the Company to send notices and documents to the shareholders through e-mail.
29. The route map of the venue of 41st AGM alongwith prominent landmarks is given under:





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 Nos. 6 to 9 of the accompanying Notice:

Item No. 6

Sri SK Gorai, (DIN: 07223221) aged 54 years appointed as an Additional Director designated as Director (Finance) of the Company w.e.f. 11.11.2016. Having so appointed Sri SK Gorai holds office till the date of ensuing Annual General Meeting by virtue of section 160 of the Companies Act, 2013 read with Article 114(xxxii) of the Articles of Association of the Company and is eligible for re-appointment.

In terms of Section 161 of the Companies Act, 2013, the Company has received a notice in writing from a Member along with a deposit of requisite amount proposing candidature of Sri SK Gorai for the office of Director (Finance) of the Company. A brief profile of Sri SK Gorai is annexed hereto in accordance to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 these resolutions. The Board of Directors commends the resolution for approval of the shareholders.

Item No. 7

Sri Saraswati Prasad, (DIN: 07729788) aged 57 years appointed as an Additional Director designated as Govt. Nominee Director of the Company w.e.f. 08.02.2017. Having so appointed Sri Saraswati Prasad holds office till the date of ensuing Annual General Meeting by virtue of section 160 of the Companies Act, 2013 read with Article 114(xxxii) of the Articles of Association of the Company and is eligible for re-appointment.

In terms of Section 161 of the Companies Act, 2013, the Company has received a notice in writing from a Member along with a deposit of requisite amount proposing candidature of Sri Saraswati Prasad for the office of Director of the Company. A brief profile of Sri Saraswati Prasad is annexed hereto in accordance to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 these resolutions. The Board of Directors commends the resolution for approval of the shareholders.

Item No. 8

Dr. Deepika Sharma, (DIN: 07734495) aged 47 years appointed as an Additional Director designated as an Independent Director of the Company w.e.f. 10.02.2017. Having so appointed Dr. Deepika Sharma holds office till the date of ensuing Annual General Meeting by virtue of section 160 of the Companies Act, 2013 read with Article 114(xxxii) of the Articles of Association of the Company and is eligible for re-appointment.



In terms of Section 161 of the Companies Act, 2013, the Company has received a notice in writing from a Member along with a deposit of requisite amount proposing candidature of Dr. Deepika Sharma for the office of Director of the Company. A brief profile of Dr. Deepika Sharma is annexed hereto in accordance to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 these resolutions. The Board of Directors commends the resolution for approval of the shareholders.

Item No. 9

The Board, on the recommendation of the Audit and Risk Management Committee, has approved the appointment of CMA Shivannarayana G, Partner, 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 2017-18, at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes, and other out of pocket expenses to be reimbursed on production of bills.

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 has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors / Key Managerial Personnel of the Company is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 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 : 01.08.2017

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

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

Name	Sri MV Subba Rao (DIN: 06495576)	Sri N. Vidyananda (DIN: 06729244)	Sri S.K. Gorai (DIN : 07223221)	Sri Saraswati Prasad (DIN : 07729788)	Dr. Deepika Sharma (DIN : 07734495)
Date of Birth	06.06.1961	28.02.1960	13.01.1963	24.12.1960	23.10.1970
Date of appointment	01.02.2013	01.11.2013	11.11.2016	08.02.2017	10.02.2017
Qualifications	B.Tech (Metallurgy), DIM, PGD & MBA in Marketing	B. Tech (Mechanical) from NITK Suratkal	Chartered Accountant, PGDBM (Finance & Strategy)	Post Graduate in Physics	MBBS
Nature of expertise	Over three decades of illustrious career in marketing and Commercial.	Over three decades of illustrious career in Operation of Pelletisation and Beneficiation Plant.	Experience of about three decades in a number of large private sector, MNC as well as CPSUs.	An IAS Officer of 1985 batch. A Post Graduate in Physics with a brilliant academic Record, wide range of experience of working for Central as well as State Governments.	A MBBS from Lady Hardinge Medical College, Gold Medalist and a Social Worker
Directorships held in other Companies	NIL	NIL	NIL	a) SAIL b) RINL c) NMDC d) MECON	NIL
Memberships/ Chairmanships of committee of other Public Companies	NIL	NIL	NIL	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

PROXY FORM (FORM NO. MGT 11)

(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:

FolioNo/DPID-ClientID:.....

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 41st AGM the 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 Thursday, 31st August, 2017 at 12.00 Noon and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements for the year ended 31st March 2017 and the Reports of the Board of Directors and the Auditors thereon and Comments of the C&AG.		
2.	To declare Final Dividend @ Re 0.37 per Equity Share for the FY 2016-17 including the Interim Dividend @ Re 0.11 per Equity Shares already paid by the Company.		
3.	Reappointment of Sri MV Subba Rao (DIN: 06495576) as a Director who retires by rotation.		
4.	Reappointment of Sri N. Vidyandanda (DIN: 06729244) as a Director who retires by rotation.		
5.	Fixing the remuneration of Statutory Auditors		



Sl. No.	Resolution	Optional	
		For	Against
SPECIAL BUSINESS			
6.	Appointment of Sri SK Gorai (DIN: 07223221) as a Director		
7.	Appointment of Sri Saraswati Prasad (DIN: 07729788) as a Director		
8.	Appointment of Dr. Deepika Sharma (DIN: 07734495) as a Director		
9.	Approval of the Remuneration of the Cost Auditor.		

Signed this day of 2017

.....
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 41st 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.



ATTENDANCE SLIP

(To be presented at the entrance)

Folio No. / DP ID Client ID No. of Shares

Name of Member

Name of Proxy Holder.....

Signature of shareholder

Signature of Proxy holder's

1. Only Member / Proxy Holder can attend the Meeting.



REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION

Name E-mail id:

Address:

Client ID / Folio No. (in case physical holding):

DP ID: Signature:.....