

Format to be submitted by listed entity on quarterly basis1. Name of Listed Entity: - **KIOCL Limited**2. Quarter ending: - **31st March 2018**

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/N on Executive/ independent/ Nominee) &	Date of Appt. in the current term /cessation	Tenure* (in Yrs)	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	M.V. Subba Rao	ACWPM1673M 06495576	Chairperson	30/01/2018 30/06/2021	-	1	-	-
Mr	N. Vidyananda	AAVPM7240C 06729244	Executive	01/11/2013 31/10/2018	-	1	2	-
Mr	S.K. Gorai	AFAPG2288P 07223221	Executive	11/11/2016 10/11/2021	-	1	1	-
Mr	Saraswati Prasad	ACYPP2298R 07729788	Nominee	08/02/2017	-	5	-	-
Mr	T. Srinivas	ACKPT5437G 07238361	Nominee	15/07/2015	-	2	-	-
Mr	Madhav Lal	AAFPL3721J 06547581	Independent	27/11/2015 26/11/2018	3	1	2	1
Ms	Deepika Sharma	AKAPS6185L 07734495	Independent	10/02/2017 30/01/2020	3	1	2	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.

*** Ministry of Steel vide order F.No. 5/2/2017-BLA (Pt.) dated 16.03.2018 received on 20.03.2018 has assigned the additional charge of the post of Director (Commercial), KIOCL to Sri MV Subba Rao, Chairman-cum-Managing Director, KIOCL, for a period of three months w.e.f. 31.01.2018 or till the regular incumbent joins the post or until further orders, whichever is the earliest.*

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	Madhav Lal Dr. Deepika Sharma N. Vidyananda	Chairman, Independent Director Independent Director Executive, Director (Production & Projects)
2. Nomination & Remuneration Committee	Madhav Lal Dr. Deepika Sharma T. Srinivas MV Subba Rao	Chairman, Independent Director Independent Director Govt. Nominee Director Executive, CMD
3. Stakeholders Relationship Committee'	Dr. Deepika Sharma Madhav Lal N. Vidyananda SK Gorai	Chairman, Independent Director Independent Director Executive, Director (Production & Projects) Executive, Director (Finance)

& 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 meetings (in number of days)
09/10/2017 & 13/11/2017	30/01/2018 & 19/03/2018	77 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 Management Committee 30/01/2018 & 19/03/2018	Yes	13/11/2017	77 days
* This information has to be mandatorily 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	
<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>			
VI. Affirmations			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: - In pursuance to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Six Independent Directors are required on the Board of KIOCL, however, at the end of 4th Quarter, only two Independent Directors are on the Board and four Independent Directors position are lying vacant. The appointments of four Independent Director are under the consideration of Govt. of India.</p>			

2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: -
 - a. Audit Committee & Risk Management 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.

Name & Designation



SK Padhi
Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

1. Name of Listed Entity: - **KIOCL Limited**

2. Financial Year: - **2017-18**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
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	NA	
Details of familiarization programmes imparted to independent directors	Yes	
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	NA	
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 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, two Independent Directors are on the Board and four Independent Directors position is lying vacant. The appointments of Independent Directors are 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)	NA
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)	NA
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 NonExecutive 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 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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

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 - NOT APPLICABLE

Name & Designation



SK Padhi

Company Secretary & Compliance Officer