



**ಕುದ್ರೆಮುಖ್ ಅಮಿಟೆಡ್**

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

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

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೨೧೪೬೧ ರಿಂದ ೬೬  
ಫ್ಯಾಕ್ಸ್ : ೦೮೦-೨೫೫೩೨೧೫೩-೫೯೪೧  
ವೆಬ್ ಸೈಟ್ : www.kiocltd.in

**के आई ओ सी एल लिमिटेड**

(भारत सरकार का उद्यम)

पंजीकृत कार्यालय :  
II ब्लॉक, कोरमंगला,  
बेंगलूर - 560 034.

कार्यालय : 080-25531461 - 66  
फैक्स : 080-25532153-5941  
वेबसाईट : www.kiocltd.in

**KIOCL LIMITED**

(A Government of India Enterprise)

Registered Office :  
II Block, Koramangala,  
Bengaluru - 560 034.

Telephone : 080-25531461 - 66  
Fax : 080-25532153-5941  
Website : www.kiocltd.in  
CIN : L13100KA1976GOI002974

No. S/BC/1(18-5)/2022/245

August 6, 2022

<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: Minutes of Postal Ballot**

In reference to our earlier intimation vide letter no. S/BC/1(18-5)/2022/230 dated July 26, 2022, please find enclosed minutes of resolutions passed by way of postal ballot through remote e-voting on July 23, 2022. The results of postal ballot have already been submitted on July 26, 2022.

This is submitted for information and record.

Thanking You,

Yours faithfully,  
For KIOCL Limited,

(P.K. Mishra)

Company Secretary & Compliance Officer

Encl. as above

**MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY THE MEMBERS OF THE KIOCL LIMITED ON SATURDAY, JULY 23, 2022, RESULTS OF WHICH WERE DECLARED ON TUESDAY, JULY 26, 2022**

1. The Board of Directors of the Company at their meeting held on May 24, 2022 approved the proposal to conduct the postal ballot by voting through electronic means (remote e-voting) pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standard on General Meetings (SS-2) to the extent applicable read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") to seek the approval of the members for the ordinary/ special resolutions of special business as set out in the notice of postal ballot. The resolutions stated as below:

S. No.	Particulars	Resolution
1.	Appointment of Shri Changdev Sukhadev Kamble (DIN: 09351638) as an Independent Director	Special
2.	Appointment of Dr. Usha Narayan (DIN: 09351511) as an Independent Director	Special
3.	Appointment of Shri. Devidatta Satapathy (DIN: 09591943) as a Govt. Nominee Director	Ordinary

2. In compliance with the MCA Circulars, the Company completed the dispatch of the Postal Ballot notice together with Explanatory Statement and instructions for remote e-voting on 22-06-2022 through email only to those members whose e-mail addresses were registered with the Company/ RTA/ Depositories/ Depository Participants and whose names appeared in the register of members/ beneficial owners as on cut-off date i.e., 17.06.2022.
3. The Company published an advertisement regarding completion of dispatch of postal ballot notice in newspapers viz. Financial Express (English) - All Editions and Prajavani (Kannada) - Bangalore Edition on 23.06.2022.
4. The Company had provided the facility of remote e-voting to its members and engaged the services of Central Depository Services (India) Limited ("CDSL") for this purpose.
5. The remote e-voting period commenced on Friday, 24.06.2022 at 09:00 a.m. and ended on Saturday, 23.07.2022 at 05:00 p.m., both days inclusive. During this period, members holding shares either in physical form or in dematerialized form, as on the record date (cut-off date) of 17.06.2022 cast their vote electronically.

6. To ensure the voting process in a fair and transparent manner, the Board had appointed Shri S. N. Mishra (FCS: 6143) of M/s SNM & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process. Shri S. N. Mishra submitted the Scrutinizer's report to the Chairman-cum-Managing Director of the Company on 26.07.2022. Accordingly, Company announced that all the Resolutions set out in Postal Ballot Notice dated 22<sup>nd</sup> June 2022 had been passed with requisite majority, The details of e-voting on the resolutions are as below:

**(I) To Appoint Shri Changdev Sukhadev Kamble (DIN: 09351638) as an Independent Director of the Company (Special Resolution)**

Particulars (Remote E-voting)	No. of equity shares	
	Number of Members	E-voting
Total Numbers of Members voted	63	601892392
Less: Invalid votes / abstain votes	0	0
Total Number of Valid votes	63	601892392

Voted in **FAVOUR** of the Resolution:


Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Postal Ballot (Remote e-voting)	58	601891790	100.00
Total	58	601891790	100.00

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Postal Ballot (Remote e-voting)	5	602	0.00
Total	5	602	0.00

**(II) To Appoint Dr. Usha Narayan (DIN: 09351511) as an Independent Director of the Company (Special Resolution)**

Particulars (Remote E-voting)	No. of equity shares	
	Number of Members	E-voting
Total Numbers of Members voted	63	601892392
Less: Invalid votes / abstain votes	0	0
Total Number of Valid votes	63	601892392

  
 पी.के. मिश्रा / P.K. MISHRA  
 कंपनी सचिव / Company Secretary  
 के आई ओ सी एल लिमिटेड / KIOCL LIMITE  
 II ब्लॉक, कोरमंगला, बेंगलूरु - 560 034.  
 II Block, Koramangala, Bengaluru - 560 034

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Postal Ballot (Remote e-voting)	57	601891739	100.00
Total	57	601891739	100.00

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Postal Ballot (Remote e-voting)	6	653	0.00
Total	6	653	0.00

(III) To Appoint Shri. Devidatta Satapathy (DIN: 09591943) as a Govt. Nominee Director of the Company (Ordinary Resolution)

Particulars (Remote E-voting)	No. of equity shares	
	Number of Members	E-voting
Total Numbers of Members voted	63	601892392
Less: Invalid votes / abstain votes	0	0
Total Number of Valid votes	63	601892392

Voted in **FAVOUR** of the Resolution:

Particulars	Number of Members voted	Number of votes cast in favour of the resolution	Percentage of valid votes cast
Postal Ballot (Remote e-voting)	59	601891745	100.00
Total	59	601891745	100.00

Voted **AGAINST** the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	Percentage of valid votes cast
Postal Ballot (Remote e-voting)	4	647	0.00
Total	4	647	0.00

*P.K. Mishra*

पी.के. मिश्रा / P.K. MISHRA  
कंपनी सचिव / Company Secretary  
के आई ओ सी एल लिमिटेड / KIOCL LIMITED  
II ब्लॉक, कोरमंगला, बेंगलूरु - 560 034.  
II Block, Koramangala, Bengaluru - 560 03

7. The Special and Ordinary resolutions as set out from Sl. No. 1 to 3 of postal ballot notice dated 22.06.2022 had been passed by the members with requisite majority on Saturday, 23.07.2022, the last date for receipt of postal ballot e-voting.
8. The resolutions passed by the members are as below: -

### SPECIAL BUSINESS

1. **Appointment of Shri Changdev Sukhadev Kamble (DIN: 09351638) as an Independent Director**

#### **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Order No. 1/10/2015-BLA (Vol-V) (pt.) dated 1<sup>st</sup> November, 2021 issued by Ministry of Steel, Govt of India and subject to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 17, 25 and other applicable regulations of SEBI (LODR) Regulations, 2015, the approval of the members of the Company be and is hereby accorded for the appointment of Shri Changdev Sukhadev Kamble (DIN: 09351638) as an Independent Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. 01.11.2021 or until orders, whichever is earlier.”

2. **Appointment of Dr. Usha Narayan (DIN: 09351511) as an Independent Director**

#### **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Order No. 1/10/2015-BLA (Vol-V) (pt.) dated 1<sup>st</sup> November, 2021 issued by Ministry of Steel, Govt of India and subject to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 17, 25 and other applicable regulations of SEBI (LODR) Regulations, 2015, the approval of the members of the Company be and is hereby accorded for the appointment of Dr. Usha Narayan (DIN: 09351511) as an Independent Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. 01.11.2021 or until orders, whichever is earlier.”

3. **Appointment of Shri. Devidatta Satapathy (DIN: 09591943) as a Govt. Nominee Director**

#### **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Order No. S-14011/1/2022-BLA dated 27<sup>th</sup> April, 2022 issued by Ministry of Steel, Govt. of India and subject to the provisions of Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Regulation 17 of SEBI (LODR) Regulations, 2015, and based on the recommendation of Nomination and Remuneration Committee and as approved by Board of Directors, the approval of the members of the Company be and is hereby accorded for

the appointment of Shri. Devidatta Satapathy (DIN: 09591943) as a Govt. Nominee Director of the Company, liable to retire by rotation w.e.f. 30.04.2022 and until further orders.”

9. The results of e-voting along with Scrutinizer's Report were declared on 26.07.2022 and submitted to stock exchanges viz. BSE Limited, National Stock Exchange of India Limited, Metropolitan Stock Exchange of India and also uploaded on the website of the Company and CDSL.

Sd/-

(T. Saminathan)

Chairman-cum-Managing Director

Date of Signing: 05/08/2022

Date of entry in Minutes Book: 05/08/2022

Place: Bengaluru



पी.के. मिश्रा / P.K. MISHRA

कंपनी सचिव / Company Secretary

के आई ओ सी एल लिमिटेड / KIOCL LIMITE

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