

# ಕೆಐಒಸಿಎಲ್ ಅಖಿಲೇಷ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)  
ನೂಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :  
೨ನೇ ವಿಭಾಗ, ಕೋರಮಂಗಲ  
ಬೆಂಗಳೂರು - ೫೬೦ ೦೩೪.

ದೂರವಾಣಿ : ೦೮೦-೨೫೫೩೧೪೬೧ ರಿಂದ ೭೦  
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 - 70  
फेक्स : 080-25532153-5941  
वेबसाइट : www.kiocltd.in

# 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.kiocltd.in  
CIN : L13100KA1978GOI002974



ಐಎಸ್ಒ 9001, 14001 ಮತ್ತು  
ಒಹೆಸ್‌ಎಸ್‌18001 ಸಂಸ್ಥೆ  
आई एल ओ 9001, 14001 तथा  
ओएचएसएस 18001 कम्पनी  
ISO 9001, 14001 &  
OHSAS 18001 COMPANY

No. S/BC/1 (18-5)/2017/1158

September 02, 2017

National Stock Exchange of India Limited Through: NEAPS
BSE Limited Through: BSE Listing Centre
Metropolitan Stock Exchange of India Limited Through: mylisting

Ref: - Symbol: KIOCL, Scrip Code: 540680, ISIN: INE880L01014

Dear Sir/Madam,

Sub: Report on the voting by shareholders under regulation 44(3) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of voting results at the 41<sup>st</sup> Annual General Meeting of the Company held on Thursday, August 31, 2017 at Registered Office at Bangalore is enclosed as per the prescribed format. Further, we are also enclosing the following documents:-

1. Scrutinizers Report on e-voting u/s 108 of the Co's Act, 2013 and Rule 20(xi) of the Co's (Management & Administration) Rules 2014.
2. Results of the voting through poll conducted at the AGM u/s 109 of the Co's Act, 2013 and Rule 21(2) of the Co' (Management & Administration) Rules 2014.
3. Combined Report of e-voting and poll.

Please take the above intimation on record.

Thanking you,

Yours faithfully,  
For KIOCL Limited,

(S. K. Padhi)  
Company Secretary

Encl: As above.

<b>General information about company</b>	
Scrip code	540680
Name of the company	KIOCL LTD
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	31-08-2017
Start time of the meeting	12:00 PM
End time of the meeting	1:30 PM

<b>Voting results</b>	
Record date	24-08-2017
Total number of shareholders on record date	1697
<b>No. of shareholders present in the meeting either in person or</b>	
a) Promoters and Promoter group	1
b) Public	114
<b>No. of shareholders attended the meeting through video</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>9</b>

### Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the		No						
Description of resolution considered		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.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4117	0.5008	4117	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	822105	6517	0.7927	6517	0	100.0000	0.0000
Total		634513800	630245512	99.3273	630245512	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

#### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4517	0.5494	4517	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	822105	6917	0.8414	6917	0	100.0000	0.0000
Total		634513800	630245912	99.3274	630245912	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				REAPPOINTMENT OF SRI MV SUBBA RAO (DIN: 06495576) AS A DIRECTOR WHO RETIRES BY ROTATION.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4517	0.5494	4517	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	822105	6917	0.8414	6917	0	100.0000	0.0000
Total		634513800	630245912	99.3274	630245912	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				REAPPOINTMENT OF SRI N VIDYANANDA (DIN: 06729244) AS A DIRECTOR WHO RETIRES BY ROTATION.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4517	0.5494	4517	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	822105	6917	0.8414	6917	0	100.0000	0.0000
Total		634513800	630245912	99.3274	630245912	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				FIXING THE REMUNERATION OF STATUTORY AUDITORS.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4117	0.5008	4117	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	822105	6517	0.7927	6517	0	100.0000	0.0000
Total		634513800	630245512	99.3273	630245512	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				APPOINTMENT OF SRI SK GORAI (DIN: 07223221) AS A DIRECTOR.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4417	0.5373	4417	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	822105	6817	0.8292	6817	0	100.0000	0.0000
Total		634513800	630245812	99.3274	630245812	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				APPOINTMENT OF SRI SARASWATI PRASAD (DIN: 07729788) AS A DIRECTOR.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4317	0.5251	4317	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	822105	6717	0.8170	6717	0	100.0000	0.0000
Total		634513800	630245712	99.3273	630245712	0	100.0000	0.0000
Whether resolution is Pass or Not.								Yes

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				APPOINTMENT OF DR. DEEPIKA SHARMA (DIN: 07734495) AS A DIRECTOR.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4417	0.5373	4417	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	822105	6817	0.8292	6817	0	100.0000	0.0000
Total		634513800	630245812	99.3274	630245812	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the				No				
Description of resolution considered				APPROVAL OF THE REMUNERATION OF THE COST AUDITOR.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	628144130	628144130	100.0000	628144130	0	100.0000	0.0000
Public-Institutions	E-Voting		2094865	37.7619	2094865	0	100.0000	0.0000
	Poll	5547565	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	5547565	2094865	37.7619	2094865	0	100.0000	0.0000
Public-Non Institutions	E-Voting		2400	0.2919	2400	0	100.0000	0.0000
	Poll	822105	4417	0.5373	4417	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	822105	6817	0.8292	6817	0	100.0000	0.0000
<b>Total</b>		634513800	630245812	99.3274	630245812	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

S.N.Mishra

SNM & Associates,  
Company Secretaries,  
No. 486, 8<sup>th</sup> cross, 10<sup>th</sup> Main,  
HAL 3<sup>rd</sup> Stage,  
Bangalore – 560 075

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**Scrutinizer(s) Report**

(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies [Management and Administration] Rules, 2014 and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Chairman-Cum-Managing Director  
KIOCL Limited  
II Block Koramangala,  
Bangalore-560034

Sub: Scrutinizer's Report on 41<sup>st</sup> Annual General Meeting of the Equity shareholders of KIOCL, Limited, held on 31<sup>st</sup> August, 2017 at 12.00 Noon at Pellet Auditorium, KIOCL, Ltd., II Block, Koramangala, Bangalore-560034.

Dear Sir,

I, S.N. Mishra, Practicing Company Secretary, having office at No.486, 1<sup>st</sup> Floor, 8<sup>th</sup> Cross, 10<sup>th</sup> Main, HAL 3<sup>rd</sup> Stage, Bangalore - 560075, appointed as scrutinizer of KIOCL Limited ("the Company") for the purpose of scrutinizing the e- voting process in fair and transparent manner & ascertaining the requisite majority on e- voting process carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014 on below mentioned resolutions, at the 41<sup>st</sup> Annual General Meeting of the Equity Shareholders of KIOCL Limited, held on 31<sup>st</sup> August, 2017 at 12.00 Noon at Pellet Auditorium, KIOCL Limited., II Block, Koramangala, Bangalore — 560034.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 41<sup>st</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the total votes cast in favour or against if any, to the chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) on the report generated electronically for voting by use of ballots at the meeting.

I submit my report as under:

1. The e-voting remained opened from 28<sup>th</sup> August, 2017 (9.00 a.m.) to 30<sup>th</sup> August 2017 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e 24.08.2017 were entitled to vote on the proposed resolutions (Item No.1 to 9 as set out in the Notice of 41<sup>st</sup> AGM of KIOCL Limited).

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Mobile – 98456 41548, E-mail: [surjya.mishra@gmail.com](mailto:surjya.mishra@gmail.com) / [mishra@snmassociates.in](mailto:mishra@snmassociates.in)  
[www.snmassociates.in](http://www.snmassociates.in)

3. The votes were unblocked on 31<sup>st</sup> August, 2017 around 12.45 P.M. in the presence of two witnesses, Mr. Kishore Shah & Mr. Kamlesh Shah being the Shareholders who are not in the employment of the Company.
4. Thereafter the details containing, Inter — alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e- voting website of [www.evotingindia.com](http://www.evotingindia.com).
5. The result of the e-voting is as under.

**(A) Resolution 1- Adoption of Financial Statements for the year ended 31<sup>st</sup> March 2017 and the Reports of the Board of Directors and the Auditors thereon and Comments of the C and AG.**

**(i) Voted in favour of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

**(ii) Voted against of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously

**(B) Resolution 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.**

**(i) Voted in favour of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

**(ii) Voted against of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously

**(C) Resolution 3- Reappointment of Sri MV Subba Rao (DIN: 06495576) as a Director who retires by rotation.****(i) Voted in favour of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

**(ii) Voted against of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously

**(D) Resolution 4 – Reappointment of Sri N. Vidyananda (DIN: 06729244) as a Director who retires by rotation.****(i) Voted in favour of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously**(E) Resolution 5 - Fixing the remuneration of Statutory Auditors.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously**(F) Resolution 6 – Appointment of Sri SK Gorai (DIN: 07223221) as a Director.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

**(ii) Voted against of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously

**(G) Resolution 7 – Appointment of Sri Saraswati Prasad (DIN: 07729788) as a Director.****(i) Voted in favour of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

**(ii) Voted against of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously

**(H) Resolution 8 – Appointment of Dr. Deepika Sharma (DIN: 07734495) as a Director**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously**(I) Resolution 9 – Approval of the Remuneration of the Cost Auditor.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
17	2097265	100

The resolution passed unanimously

SNM & Associates

Company Secretaries

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Bangalore  
Date: 31<sup>st</sup> August, 2017

Signature:   
Name: S.N. Mishra  
Company Secretary  
C. P. No. : 4684  
FCS No. : 6143



S.N.Mishra

SNM & Associates,  
Company Secretaries,  
No. 486, 8<sup>th</sup> cross, 10<sup>th</sup> Main,  
HAL 3<sup>rd</sup> Stage,  
Bangalore – 560 075

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**Scrutinizer(s) Report**

(Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
[Management and Administration] Rules, 2014

To,

The Chairman cum Managing Director  
KIOCL Limited  
II Block, Koramangala  
Bangalore-560034

Sub: Scrutinizer's Report on 41<sup>st</sup> Annual General Meeting of the Equity shareholders of KIOCL, Limited held on 31<sup>st</sup> August, 2017 at 12.00 Noon at Pellet Auditorium, KIOCL, Ltd., at II Block, Koramangala, Bangalore-560034.

Dear Sir,

I, S.N.Mishra, Practising Company Secretary, having office at No.486, 1<sup>st</sup> Floor, 8<sup>th</sup> Cross, 10<sup>th</sup> Main, HAL 3<sup>rd</sup> Stage, Kodihalli, Bangalore-560075, have been appointed as scrutinizer of KIOCL Limited ("the company") for the purpose of poll taken on below mentioned resolutions(s) at the 41<sup>st</sup> Annual General Meeting of the Equity shareholders of KIOCL Limited held on 31<sup>st</sup> August, 2016 at 12.00 Noon at Pellet Auditorium, KIOCL Ltd., II Block, Koramangala, Bangalore — 560034.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 41<sup>st</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the total votes cast in favour or against if any, to the chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) on the report generated electronically for voting by use of ballots at the meeting.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked by me in the presence of all members present and witnessed by two shareholders Mr. Kishore Shah & Mr. Kamlesh Shah
2. The locked box was subsequently opened by me and poll papers in the presence of two witnesses, Mr. Kishore Shah & Mr. Kamlesh Shah residing at Bangalore who are not in the employment of the Company. The poll papers were reconciled with the records maintained by the company /Registrar and Transfer Agents of the

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Phone: (O) 080 – 25296825, 25283637, 40929070, Fax – 080 - 25283637  
Mobile – 98456 41548, E-mail: [surjya.mishra@gmail.com](mailto:surjya.mishra@gmail.com) / [mishra@snmassociates.in](mailto:mishra@snmassociates.in)  
[www.snmassociates.in](http://www.snmassociates.in)

3. There are no poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of poll is as under.

**(A) Resolution 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 and AG.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
35	628148247	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
35	628148247	100

The resolution passed Unanimously

**(B) Resolution 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.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
39	628148647	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
39	628148647	100

The resolution passed Unanimously

**(C) Resolution 3- Reappointment of Sri MV Subba Rao (DIN: 06495576) as a Director who retires by rotation.****(i) Voted in favour of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
39	628148647	100

**(ii) Voted against of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
39	628148647	100

The resolution passed Unanimously

**(D) Resolution 4 – Reappointment of Sri N. Vidyananda (DIN: 06729244) as a Director who retires by rotation.****(i) Voted in favour of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
39	628148647	100

**(ii) Voted against of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
39	628148647	100

The resolution passed Unanimously

**(E) Resolution 5 - Fixing the remuneration of Statutory Auditors.****(i) Voted in favour of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
36	628148247	100

**(ii) Voted against of the resolution.**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iii) Invalid votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

**(iv) Total Votes**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
36	628148247	100

The resolution passed Unanimously

**(F) Resolution 6 – Appointment of Sri SK Gorai (DIN: 07223221) as a Director.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
38	628148547	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
38	628148547	100

The resolution passed Unanimously**(G) Resolution 7 – Appointment of Sri Saraswati Prasad (DIN: 07729788) as a Director.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
38	628148447	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)

38	628148447	100
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The resolution passed Unanimously

**(H) Resolution 8 – Appointment of Dr. Deepika Sharma (DIN: 07734495) as a Director.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
38	628148547	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
38	628148547	100

The resolution passed Unanimously

**(I) Resolution 9 – Approval of the Remuneration of the Cost Auditor.**

(i) Voted in favour of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
38	628148547	100

(ii) Voted against of the resolution.

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

(iii) Invalid votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
0	0	0

## (iv) Total Votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (rounded off)
38	628148547	100

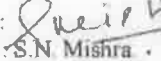
The resolution passed Unanimously

2. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Bangalore  
Date: 31<sup>st</sup> August, 2017

Signature:   
Name : S.N. Mishra  
Company Secretary  
C. P. No. : 4684  
FCS No : 6143



S.N.Mishra

SNM & Associates,  
Company Secretaries,  
No. 486, 8<sup>th</sup> cross, 10<sup>th</sup> Main,  
HAL 3<sup>rd</sup> Stage,  
Bangalore – 560 075

COMBINED REPORT

Of

e-Voting and Poll

Name of Company : KIOCL Limited  
Corporate Identification Number (CIN) : L13100KA1976G01002974  
Registered Office : II Block, Koramangala  
Bangalore-560034  
Annual General Meeting : 31<sup>st</sup> August 2017 at 12.00 Noon

Sl. No	Resolution	e- Voting(mode)		Voting by poll (mode)		Result
		Votes Casted in favour	Votes Casted against	Votes Casted in favour	Votes Casted against	
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 and AG.	2097265	0	628148247	0	Resolution Passed Unanimously
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.	2097265	0	628148647	0	Resolution Passed Unanimously
3	Reappointment of Sri MV Subba Rao (DIN: 06495576) as a Director who retires by rotation.	2097265	0	628148647	0	Resolution Passed Unanimously
4	Reappointment of Sri N. Vidyananda (DIN: 06729244) as a Director who retires by rotation.	2097265	0	628148647	0	Resolution Passed Unanimously

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Mobile – 98456 41548, E-mail: [surjya.mishra@gmail.com](mailto:surjya.mishra@gmail.com) / [mishra@snmassociates.in](mailto:mishra@snmassociates.in)  
[www.snmassociates.in](http://www.snmassociates.in)

5	Fixing the remuneration of Statutory Auditors.	2097265	0	628148247	0	Resolution Passed Unanimously
6	Appointment of Sri SK Gorai (DIN: 07223221) as a Director.	2097265	0	628148547	0	Resolution Passed Unanimously
7	Appointment of Sri Saraswati Prasad (DIN: 07729788) as a Director.	2097265	0	628148447	0	Resolution Passed Unanimously
8	Appointment of Dr. Deepika Sharma (DIN: 07734495) as a Director.	2097265	0	628148547	0	Resolution Passed Unanimously
9	Approval of the Remuneration of the Cost Auditor.	2097265	0	628148547	0	Resolution Passed Unanimously

Thanking you,

Yours faithfully,

Place: Bangalore  
Date: 31<sup>st</sup> August, 2017

Signature:   
Name : S.N. Mishra  
Company Secretary  
C. P. No. : 4684  
FCS No. : 6143

