



ಕೆ.ಆರ್.ಎಸ್.ಎಲ್. ಅಮಿಟೆಡ್

(ಭಾರತ ಸರ್ಕಾರದ ಉದ್ಯಮ)

ನೋಂದಾಯಿತ ಕಾರ್ಯಾಲಯ :
ಐನ್ ಎಫ್ ಎಸ್, ಕೋರಮಂಗಲ
ಬೆಂಗಳೂರು - 560 034.

ದೂರವಾಣಿ : 080-25531461 ರಿಂದ 66
ಫ್ಯಾಕ್ಸ್ : 080-25532153-5941
ವೆಬ್ ಸೈಟ್ : www.kiocltd.in

के.आर.एस.एल. लिमिटेड

(भारत सरकार का उद्यम)

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

कार्यालय : 080-25531461 - 66
फेक्स : 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

ISO 9001, 14001 ಮತ್ತು
ಓಎಸ್‌ಎಸ್‌ಎಸ್‌ಎಸ್ 18001 ಸಂಸ್ಥೆ
ಆರ್‌ಇ ಎಸ್ ಆರ್ 9001, 14001 तथा
ओएचएसएसएस 18001 कम्पनी
ISO 9001, 14001 &
OHSAS 18001 COMPANY

No. S/BC/1 (18-5)/2025/144

September 05, 2025

National Stock Exchange of India Limited Scrip Code: KIOCL Through: NEAPS
BSE Limited Scrip Code: 540680, Scrip Name: KIOCL Through: BSE Listing Centre
Metropolitan Stock Exchange of India Limited Scrip Code: KIOCL Through: mylisting

Dear Sir/Madam,

Sub: Intimation of Notice for 49th Annual General Meeting (AGM).

The 49th Annual General Meeting (AGM) of the Company will be held on **Monday, September 29, 2025 at 11:00 A.M** through Video Conferencing (VC) / Other Audio-visual Means (OAVM) to transact the business as set out in the AGM Notice , in accordance with all the applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

A copy of the Notice for 49th Annual General Meeting is enclosed herewith.

This is for information and record please.

Thanking You,

Yours faithfully,
For KIOCL Limited,

(Clifton Siddharth)
Company Secretary & Compliance Officer

[Email: cs@kiocltd.in](mailto:cs@kiocltd.in)

Encl. as above

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.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY-NINTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF KIOCL LIMITED (CIN: L13100KA1976GOI002974) will be held on Monday, the 29th day of September, 2025 at 11:00 AM through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business(es):

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2025 and the Profit and Loss Account for the Financial Year ended on March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon and Comments of the Comptroller and Auditor General of India.
- To appoint a Director in place of Mr. Binay Krushna Mahapatra (DIN: 09613777), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
- 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 Sections 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 2025-26.”

SPECIAL BUSINESS

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

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to order No. 1/1/2025-BLA dated 15-04-2025 issued by Ministry of Steel, Govt. of India and subject to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approved

by the Board of Directors, Shri. Changdev Kamble (DIN: 09351638), who held office of Independent Director up to October 31, 2024 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term for a period of one year or until further orders, whichever is earlier, with effect from April 15, 2025.

RESOLVED FURTHER THAT Chairman-cum-Managing Director and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

- Appointment of Shri. Gopalakrishnan Ganesan (DIN: 11163002) as a Govt. Nominee Director, liable to retire by rotation.**

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

“RESOLVED THAT pursuant to Order No. S-14011/1/2022-BLA dated 11-06-2025 issued by the Ministry of Steel, Government of India, and subject to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17(1C) thereof and any statutory modification(s) or re-enactment thereof for the time being in force, and as approved by the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of Shri. Gopalakrishnan Ganesan (DIN: 11163002) as a Government Nominee Director of the Company, liable to retire by rotation, with effect from June 11, 2025 and until further orders.

- Appointment of Secretarial Auditor**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. J K Das and Associates, Company Secretaries, as the Secretarial Auditor of the Company for a period of five (5) years, commencing on August 23, 2025, until August 22, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Chairman-Cum-Managing Director, Director (Finance) and Company Secretary of the company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

7. Ratification of Remuneration of the Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s Dhananjay V. Joshi & Associates, Cost Accountants, as Cost Auditor to conduct the audit of the cost records of the Pellet Plant Unit of the Company for the financial year 2025-26, at a remuneration of ₹55,000/- (Rupees Fifty-Five Thousand Only) plus applicable taxes, together with reimbursement of actual travel and other out-of-pocket expenses incurred in connection with tours outside Bangalore on submission of proper bills, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT Chairman-cum-Managing Director, Director (Finance) and Company Secretary be and are hereby severally authorized, to settle any question, difficulty, or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this Resolution."

By Order of the Board of Directors
KIOCL Limited,

Sd/-
(Clifton Siddharth)
Company Secretary
(ACS 65506)

Place: Bengaluru
Dated: 13/08/2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its circular no 9/2024 dated 19th September, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and aforesaid MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the current AGM is being held through VC / OAVM pursuant to the MCA Circular 9/2024 dated 19th September, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip is not annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Company has appointed FCS J K Das from M/s J.K. Das & Associates, Practising Company Secretaries as the Scrutinizer for conducting the remote e-voting and e-voting at the AGM in a fair and transparent manner.

Institutional / Corporate Shareholders are required to send a scanned copy of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to jkdasc@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com (CDSL).
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Further, transmission or transposition of securities held in physical or dematerialised form shall be made only in dematerialized form with effect from January 24, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Integrated Registry Management Services Private Limited for assistance.
8. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has mandated to furnish PAN, KYC details and Nomination of physical shareholders to the RTA of the Company. In this regard, Company through its RTA sent letter along with requisite forms to all the physical shareholders. Further, all the requisite forms i.e., ISR-1, ISR-2, ISR-3, SH-13 and SH-14 for registering PAN, KYC details or changes and/or updations, Confirmation of Signature by Bank, Declaration for opting-out of Nomination, Request for registering Nomination and Request for cancellation or Variation in Nomination respectively are hosted on the website of the Company at <https://kioclltd.in/data.php?id=68&lang=EN>.

Members are requested to register such details or intimate changes, if any, to their Depository Participant(s) (DP) in case the shares are held in electronic form and to Registrar and Share Transfer Agent of the Company in case the shares are held in physical form in the prescribed formats.

Further, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the issuance of securities in dematerialised form only in case of requests received for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Members are requested to furnish Form ISR-4 hosted at Company's website at <https://kioclltd.in/data.php?id=68&lang=EN> along with the respective forms mentioned at this para for executing aforesaid requests.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members seeking any information regarding the accounts or any matter to be placed at the AGM, are requested to write to

- the Company on or before 22/09/2025 through email on cs@kioclltd.in. The same will be replied by the Company suitably.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements, in which the Directors are interested, maintained under Section 189 of the Act will be made available to members for inspection in electronic mode only. Members willing to inspect the aforesaid documents can write at cs@kioclltd.in along with following details like Name of the Shareholder, Folio no. / DP ID/ Client ID as the case may be, No. of shares held in the Company and requisite document required for Inspection. The requisite document will be sent through email to the concerned shareholder.
 12. 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.
 13. In pursuance to provisions of Section 152 of the Companies Act, 2013, Mr. Binay Krushna Mahapatra (DIN: 09613777), Govt. Nominee Director liable to retire by rotation and being eligible, offers himself for re-appointment. Further, brief resume pursuant to Regulation 36(3) of the Listing Regulations and as per provisions of Secretarial Standard-2 in respect of Directors seeking re-appointment/ appointment at the AGM forms part of this Notice.
 14. In pursuance to provisions of 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 Financial Year 2025-26 as may be deemed fit by the Board.
 15. Members are requested to note that, dividends which are not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. The Company has also uploaded the details of such members whose shares have been transferred to IEPF Account on its website www.kioclltd.in.
 16. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.kioclltd.in, websites of the Stock Exchanges i.e., NSE, BSE Limited & MSEI at www.nseindia.com, www.bseindia.com, & www.msei.in respectively, and on the website of CDSL at www.evotingindia.com.
 17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 18. Instructions for e-voting and joining the AGM are as under: -
CDSL e-Voting System – Remote & Venue Voting Facility.
 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 5, 2022 & December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL. Further, physical attendance of the Members to the AGM venue is not required since the Annual General Meeting (AGM) will be held through video conferencing (VC) or other audio-visual means (OAVM) only. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the members such as the President of India or the Governor of any State/ U.T. or the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time

of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. **Process for those shareholders whose email ids/ mobile no. are not registered with the Company/ Depositories:**
 - a. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, mobile no., email ID, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to irg@integratedindia.in.
 - b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
 - c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

- (i) The voting period begins on Friday, 26/09/2025 at 09:00 a.m. and ends on Sunday 28/09/2025 at 05:00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22/09/2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple E-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode:

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login Method for e-voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode CDSL/NSDL is given below: -

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:

- (v) Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual shareholders holding in Demat mode:
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. 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.
6. If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <KIOCL LIMITED> on which you choose to vote.
- (x) 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.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians-Remote Voting only**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically and can be delink in case of any wrong mapping.
 - 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.
 - Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized

signatory who are authorized to vote, to the Scrutinizer at the email address jkdascs@gmail.com and to the Company at the email address cs@kioclltd.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kioclltd.in. Shareholders who do not wish to express their views during the AGM but have queries, may send their queries in advance at least 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at cs@kioclltd.in. The same will be replied by the company suitably via email only.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting

and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

OTHER INSTRUCTIONS

- a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 'two working days' of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- b) The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.kioclltd.in and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to NSE, BSE and MSEI, where the shares of the Company are listed.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

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

Name & DIN	Shri. Binay Krushna Mahapatra (DIN: 09613777)
Date of Birth & Age	20.05.1966 and 59 years
Date of Appointment	30.08.2022
Qualification	Shri Binay Krushna Mahapatra is a Graduate in Metallurgical Engineering passed with Distinction from National Institute of Technology (formerly known as Regional Institute of Technology), Jamshedpur in the year 1988
Nature of expertise in specific functional areas	<p>Shri Binay Krushna Mahapatra started his career in the year 1988 with RINL as a Management Trainee (Technical) and later joined NALCO in the year 2016. He is having over 33 years of experience in Metal and Mineral Sector, out of which 27 years in Steel Industry and 6 years in Aluminium Industry covering International and Domestic Marketing, Port Handling, Logistics and Plant Operations. He took landmark initiatives for formulating strategies for various Marketing and Materials functions like Long Term Business Planning, Customer Engagement, Sales Policy, Pricing Policy, Credit Policy, Forward and Reverse e-Auctioning, Sales Realization, Business Intelligence, Logistics Planning, Materials Sourcing and Procurement Planning, Inventory Optimization, Spend Analytics, etc. As the Head of International Marketing Division of NALCO, due to his strong multi-disciplinary commercial and operational experience, NALCO could achieve the highest ever export sales turnover, since inception. During his stint at RINL, he worked in marketing, materials and production divisions of the Company.</p> <p>He was the recipient of various awards and accolades during his career and has published articles on the Aluminium Industry in reputed International Journal namely A&L of Italy and also in Aluminium Association of India (AAI) Journals. He was also the recipient of Business Excellence Award for Strategic Marketing in 2012-13 from Vishakhapatnam Chamber of Commerce & Industry (VCCI). He was adjudged the Best Region Award 2013-14 in the capacity of Regional Manager and Best Branch Award in the capacity of Branch Manager for the year 2002-03 & 2006-07 for his marketing skills and performance in RINL. Shri Mahapatra was also the governing council member in Aluminium Association of India (AAI).</p> <p>Shri Binay Krushna Mahapatra has vast experience in administration which includes working as Officer on Special Duty, Information Policy Planning, Ministry of Information & Broadcasting, Joint Director, North West Zone in Directorate of Field Publicity, Ministry of I&B, Director, Jammu & Kashmir Affairs, Ministry of Home Affairs, Director (PMSSY & Director Medical Education) in Ministry of Health and Family Welfare</p>
Disclose of relationships between Directors inter-se	NIL
Directorship held in other listed entities	0
Cessation from listed entities (in past 3 years)	0
Membership/Chairmanship of Committees of the Board	Member of Stakeholder Relationship Committee, Risk Management Committee and Investment Appraisal & Monitoring Committee of the company.
No. of Equity shares held in KIOCL Limited	NIL
Attendance in Board Meetings held during 2024-25	6/6

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4, 5, 6 & 7 of the accompanying Notice: -

Item No. 4: Re-Appointment of Shri. Changdev Kamble (DIN: 09351638) as an Independent Director.

Pursuant to the approval of the shareholders at the Annual General Meeting held on April 27, 2021, Shri Changdev Sukhadev Kamble (DIN: 09351638), whose three-year tenure as Independent Director concluded on October 31, 2024, was re-appointed as an Additional Director designated as Independent Director of the Company pursuant to Order No. 1/1/2025-BLA dated 15-04-2025 issued by the Ministry of Steel, Government of India, for a period of one year or until further orders, whichever is earlier, with effect from April 15, 2025.

In the absence of the Nomination and Remuneration Committee, the Board of Directors has recommended his re-appointment as an Independent Director for a second term commencing from April 15, 2025, subject to the approval of the shareholders through a Special Resolution.

In accordance with the first proviso to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Public Sector Company is required to obtain the approval of its shareholders for the appointment or re-appointment of a person on its Board of Directors at the immediately succeeding General Meeting.

Shri Changdev Kamble has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has also provided the requisite declarations including confirmation under Regulation 25(8) of the SEBI (LODR) Regulations, 2015. He has further confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or order of any other such authority.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors recommends the Special Resolution for approval of the shareholders.

A brief profile of Shri. Changdev Sukhadev Kamble in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below: –

Brief Profile of the Director

Name & DIN	Shri. Changdev Sukhadev Kamble [DIN- 09351638]
Date of Birth & Age	01-06-1964 & 61 years
Date of Appointment	15-04-2025
Qualifications	M.A, M. Phil, Ph.D. (Marathi)
Nature of expertise in Specific functional areas	Shri. Changdev Sukhadev Kamble is a M.A. M. Phil and Ph.D. holder in Marathi from Pune and Solapur University respectively. He is having an experience of more than 30 years in teaching.
	He has served as an Independent Director on the Board of KIOCL for a period of three years from 2021 to 2024.
Disclosure of relationships between Directors inter-se	There exists no relationship between Directors inter-se.
Directorship held in other listed entities	NIL
Cessation from listed entities (in past three years)	NIL
Membership/Chairmanship of Committees of the Board	Chairman of Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee and Investment, Project Appraisal & Monitoring Committee
No. of Equity shares held in KIOCL Limited	NIL

Item No. 5: Appointment of Shri. Gopalakrishnan Ganesan (DIN- 11163002) as a Govt. Nominee Director, liable to retire by rotation.

Pursuant to the order No. S-14011/1/2022-BLA dated 11-06-2025 of Ministry of Steel, Government of India, Shri Gopalakrishnan Ganesan (DIN: 10045280) was appointed as an Additional Director designated as Government Nominee Director by the Board of Directors with effect from June 11, 2025 and until further orders, subject to the approval of shareholders of the Company.

In the absence of the Nomination and Remuneration Committee, the Board of Directors have accordingly, recommended the appointment of Shri Gopalakrishnan Ganesan as Government Nominee Director for the approval of the shareholders through an Ordinary Resolution.

In accordance with the first proviso to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Public Sector Company is required to obtain the approval of its shareholders for the appointment or re-appointment of a person on its Board of Directors at the immediately succeeding General Meeting.

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 this Resolution.

The Board of Directors recommends the Ordinary Resolution for approval of the shareholders.

A brief profile of Shri. Gopalakrishnan Ganesan in accordance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as given below: -

Brief Profile of the Director	
Name & DIN	Shri. Gopalakrishnan Ganesan [DIN-11163002]
Date of Birth & Age	21-10-1985 & 40 years
Date of Appointment	11-06-2025
Qualifications	B.E (Manufacturing Engineering), Guindy Anna University
Nature of expertise in Specific functional areas	Shri. Gopalakrishnan Ganesan is currently serving as Director in the Ministry of Steel, Government of India. An officer of the Indian Railway Accounts Service (2010 batch), he holds a degree in Manufacturing Engineering from the College of Engineering, Guindy (2007) and a postgraduate diploma in Public Policy from IIM Bangalore. With over 13 years of experience in government service, he has worked extensively in financial appraisal, budgeting, and procurement within Indian Railways and the steel sector. At the Ministry of Steel, he has played a key role in major policy initiatives such as the Production Linked Incentive (PLI) scheme for specialty steel, the National Steel Policy, and the implementation of 'Make in India' in the sector. His work spans steel trade, taxation, Union Budget inputs, and raw material policy.
Disclosure of relationships between Directors inter-se	There exists no relationship between Directors inter-se.
Directorship held in other listed entities	NIL
Cessation from listed entities (in past three years)	NIL
Membership/Chairmanship of Committees of the Board	NIL
No. of Equity shares held in KIOCL Limited	NIL

Item No. 6: Appointment of Secretarial Auditor

The Board of Directors of the Company, in the absence of the Audit Committee, has approved the appointment of M/s. J K Das & Associates, Practising Company Secretary, as the Secretarial Auditor for the Financial Years 2025-26 to 2029-30, at a remuneration of ₹37,500/- (Rupees Fifty-Five Thousand only), plus applicable taxes.

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for Appointment of Secretarial Auditor for the Financial Years 2025-26 to 2029-30.

None of the Directors / Key Managerial Personnel of the Company is, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution for approval by the shareholders.

Item No. 7: Ratification of the Remuneration of Cost Auditor

The Board of Directors of the Company, in the absence of the Audit Committee, has approved the appointment of M/s. Dhananjay V Joshi & Associates, Cost Accountants, to conduct the cost

audit of the Pellet Plant Unit for the Financial Year 2025-26, at a remuneration of ₹55,000/- (Rupees Fifty-Five Thousand only), plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2025-26.

None of the Directors / Key Managerial Personnel of the Company is, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution for approval by the shareholders.

By Order of the Board of Directors
KIOCL Limited,

Sd/-
(Clifton Siddharth)
Company Secretary
(ACS 65506)

Place: Bengaluru
Dated:13/08/2025

THE RESOLUTIONS LISTED FOR 49TH AGM ARE INDICATED BELOW: -

Sl. No.	Resolution
ORDINARY BUSINESS	
1.	Adoption of Financial Statements for the year ended 31 st March, 2025 and the Reports of the Board of Directors and the Auditors thereon and Comments of the C&AG.
2.	Re-appointment of Shri Binay Krushna Mahapatra (DIN: 09613777), as a director, who retires by rotation.
3.	Fixing the remuneration of Statutory Auditors.
SPECIAL BUSINESS	
4.	Re-Appointment of Shri. Changdev Sukhadev Kamble (DIN: 09351638) as an Independent Director
5.	Appointment of Shri. Gopalakrishnan Ganesan (DIN: 11163002) as Govt. Nominee Director, liable to retire by rotation
6.	Appointment of Secretarial Auditor
7.	Ratification of the Remuneration of the Cost Auditor.