OCL IRON & STEEL LTD.
DELHI OFFICE:
3, LSC Pamposh Enclave,
Greater Kailash Part-I,
New Delhi-110 048
Phone : 91-11-42344444
E-mail: ho.finance@oclsteel.in
CIN : L27102OR2000PLC008594

Ref. No.: OCL/NSE/BSE/2019-20

September 05, 2019

To

The BSE Limited Floor 25, P.J. Towers Dalal Street, Mumbai 400 001 **BSE SECURITY CODE: 533008**	**The National Stock Exchange of India Limited** Exchange Plaza Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai 400 051 **NSE TRADING SYMBOL: OISL**

Subject: Outcome of Board Meeting

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, this is to inform you that a meeting of the Board of Directors of the Company held today i.e. Thursday, September 05, 2019, has considered/ approved/ took note of the following matter:

1. Notice of 14th Annual General Meeting of the Company for the Financial Year 2018-19. (Annexed as **Annexure-A**)

The Board Meeting was commenced at 4:30 P.M. and concluded at 5:45 P.M.

This is for your information and records.

Thanking You,

Yours faithfully,

For OCL Iron and Steel Limited

Anuja Jain

Anuja Jain
Company Secretary

Encl: Annexure A- Notice of 14th Annual General Meeting of the Company

NOTICE

NOTICE is hereby given that the 14th (Fourteenth) Annual General Meeting of the members of **OCL IRON AND STEEL LIMITED** will be held on **Monday, 30th September, 2019 at 09.30 A.M**. at the Registered Office of the Company at **Vill. Lamloi, P.O. Garvana, Rajgangpur – 770017 (Dist. Sundargarh, Orissa), India** to transact the following businesses:

ORDINARY BUSINESS:-

1. **To receive, consider and adopt:**

   a) The Audited Standalone Financial Statements of the Company for the Financial Year ended **March 31, 2019** and the Reports of the Board of Directors and the Auditors thereon; and

   b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended **March 31, 2019** and the Report of the Auditors thereon.

2. **To appoint a Director in place of Mr. Mahesh Chand Agrawal (DIN: 07554315) who retires by rotation and being eligible, offers himself for re-appointment.**

3. **To Re-Appointment of M/s Arora & Choudhary Associates, Chartered Accountants as Statutory Auditors for a term of five consecutive years from the conclusion of this Annual General Meeting**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) amendments(s) or re-enactment thereof for the time being in force), M/s Arora & Choudhary Associates, Chartered Accountants (Firm Registration No. 003870N), be and are hereby reappointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company to be held for the Financial Year 2023-24 and the Board of Directors are hereby authorised to fix the remuneration payable to them as set out in the explanatory statement annexed to the Notice convening this 14th Annual General Meeting of the Company.

   RESOLVED FURTHER THAT the Board of Directors/ Chief Financial Officer/ Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESS:-

4. **Regularization of Ms. Nirmala Kujur (DIN: 08372625) as a Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act 2013 (the Act), if any, read and the rules made there under (including any statutory modification(s) or enactment thereof for the time being in force) Ms. Nirmala Kujur (DIN: 08372625) who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Act on February 25, 2019 and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing along with requisite deposit from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director (Executive Director) on the Board of the Company and whose office shall be liable to retire by rotation.

5. **Approval for Related Party Transaction(s) entered with the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 188 of the

Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors, to enter into contracts / arrangements / transactions for the financial year 2019-20 with Garima Buildprop Private Limited (Holding Company), Oriental Iron Casting Limited, Aron Auto Limited, OISL Auto Limited, Krisum Mines & Minerals Private Limited (Subsidiary Companies) a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013, in manner and for the maximum amounts per annum, as mentioned below:

(Amount in crores)

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR FINANCIAL YEAR 2019-20						
	Transactions defined u/s 188(1) of Companies Act, 2013					
	Sale or Supply of any goods materials	Purchase or otherwise buying materials/ property of any kind	Loan (With Interest)	Technical Consultancy Fees	Leasing of Property	office or place of profit in the company
NAME OF RELATED PARTY						
Subsidiaries/Associates/Joint Ventures						
Oriental Iron Casting Limited -Subsidiary	100	100	100	100	100	100
Aron Auto Limited - Subsidiary	100	100	100	100	100	100
OISL Auto Limited- Subsidiary	100	100	100	100	100	100
Krisum Mines & Minerals Private Limited- Subsidiary	100	100	100	100	100	100
Holding Company						
Garima Buildprop Private Limited	100	100	100	100	100	100

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Sd/-
Sanjay Tiku
Chairman
DIN: 00300566

Place: New Delhi, India
Date: September 05, 2019

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business (es) and the special business (es) to be transacted at the Annual General Meeting is annexed hereto.

2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and that a proxy need not be a member of the company. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of Companies Act, 2013) and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11 annexed herewith.

3. The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.

5. In order to enable us to register your attendance at the venue of the Annual General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence. Members are requested to bring their copies of Notice to the Meeting as the same will not be redistributed at the venue of Annual General Meeting.

6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the Attendance Slip. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.

8. The revised SS-1 and SS-2 shall be applicable to all the companies (except the exempted class of companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including meetings of committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2. The existing SS-1 and SS-2 will be applicable to the Board Meetings and General Meetings held on or before 30th September, 2017.

9. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e from **Friday, September 27, 2019 to Monday, September 30, 2019 (both days inclusive).**

10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, **M/s. CB Management Services Private Limited**.

11. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and **M/s. CB Management Services Private Limited** to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to **M/s. CB Management Services Private Limited**.

12. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, **M/s. CB Management Services Private Limited.**

13. Pursuant to Section 72 of Companies Act, 2013, member(s) of the company holding shares in physical form may nominate a person in the prescribed Form SH-13, which can be obtained from Registrar and Share Transfer Agent of the Company. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

14. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI vide its notification dated 8 June 2018, amended the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective 1 April 2019. Accordingly, requests for effecting transfer of physical securities would not be processed unless the securities are held in the dematerialised form with any depository participant with effect from 1 April 2019. Therefore, the Registrar and Share Transfer Agent and the Company will not accept any request for the transfer of shares in physical form from 1 April 2019. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact the office of the RTA to guide shareholders in the demat procedure.

15. In accordance with the Companies Act, 2013 read with the Rules and in support of the **'Green Initiative in Corporate Governance'** the notice of the meeting along with explanatory statement is sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID address with **M/s. CB Management Services Private Limited**, the Company's Registrar and Share Transfer Agents. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.

16. The Company has appointed M/s **S. Khurana & Associates, Practicing Company Secretary (Membership Number-10098)** to act as the Scrutinizer for conducting the e-voting process/ ballot process in a fair and transparent manner.

17. The Section 105 (8) of the Companies Act, 2013 states that during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.

18. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. The details of the Directors seeking appointment / re-appointment at the Annual General Meeting are provided in Annexure A of this Notice. The Company has received the necessary consents/declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder.

19. The Route Map to the AGM Venue is provided as a part of this Notice as required under Secretarial Standards.

20. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.

21. The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.oclsteel.in). The Notice of Annual General Meeting is being sent to all the members whose names appear in the Register of Members as on **August 23, 2019**.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.

23. In case of any queries, members may write to ocliron@gmail.com to receive an email response.

24. Members are eligible to cast vote electronically only if they are holding shares as on **Monday, September 23, 2019,** being the cut-off date.

25. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting period commences on **Friday, September 27, 2019 (9:00 a.m. IST) and ends on Sunday, September 29, 2019 (5:00 p.m. IST).** During this period, members holding share either in physical or dematerialized form, as on the cut-off date, i.e. September 23, 2019 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e **September 23, 2019**. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

26. Voting through electronic means (e-voting): Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.

PROCESS FOR MEMBERS OPTING FOR E-VOTING IS AS UNDER:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on **Friday, September 27, 2019 (from 09:00 A.M IST) and will end on Sunday, September 29, 2019 at (5:00 P.M. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(a) The voting period begins on **Friday, September 27, 2019 (from 09:00 A.M IST) and will end on Sunday, September 29, 2019 at (5:00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(c) The shareholders should log on to the e-voting website www.evotingindia.com.

(d) Click on Shareholders/Members.

(e) Now Enter your User ID

i) For CDSL: 16 digits beneficiary ID,

ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(f) Next enter the Image Verification as displayed and Click on Login.

(g) 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.

(h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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 first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is enclosed along with the notice ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the Name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence Number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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 as mentioned in instruction (v).

(i) After entering these details appropriately, click on "SUBMIT" tab.

(j) 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.

(k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(l) Click on the EVSN for the relevant **<OCL Iron and Steel Limited>** on which you choose to vote.

(m) 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.

(n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(o) 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.

(p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(r) 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.

(s) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(t) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves.
- 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 by custodian 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. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(u) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

(v) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013., or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.oclsteel.in and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Sd/-
Sanjay Tiku
Chairman
DIN: 00300566

Place: New Delhi, India
Date: September 05, 2019

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 Items of the accompanying Notice:

Item No. 03

During the period under review, M/s. Raj Gupta & Co., Chartered Accountants, has resigned as Statutory Auditors of the Company. Consequently, the Board of Directors had approached M/s Arora & Choudhary Associates, (Firm Registration No.003870N), Chartered Accountants, to act as the Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s. Raj Gupta & Co. The Board of Directors vide their resolution dated 16th October, 2018 , recommended Appointment of M/s Arora & Choudhary Associates, Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2018-2019 and the same has been approved their appointment till the ensuring Annual General Meeting (i.e. 14th AGM) by Members through postal ballot dated 26th November, 2018.

The Board of Directors of the Company on the recommendation of the Audit Committee recommended for the approval of the Members, the re-appointment of M/s Arora & Choudhary Associates (Firm Registration No.003870N), Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 19th AGM.

Additional information about Statutory Auditors pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Details	**Particulars**
Proposed fees payable to the statutory auditor Audit fees in connection with the audit of the accounts of the Company for the financial year 2019-20:	For FY 2019-20: 3.75 Lakhs (Three Lakhs Seventy Five Thousand Only) with authority to the Board to revise mutually during the tenure of five years, if required.
Terms of appointment	M/s Arora & Choudhary Associates, is proposed to be re-appointed for a term of five (5) consecutive years from the conclusion of the 14th AGM till the conclusion of 19th AGM of the Company
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s Arora & Choudhary Associates to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s Arora & Choudhary Associates, have conveyed their consent to be re-appointed as the Statutory Auditors of the Company for the term of five consecutive years along with the confirmation that, their appointment, if approved by the members, would be within the limits prescribed under the Act.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board, accordingly, recommends passing of the Ordinary resolution as set out at Item No.3 of this Notice for the approval of members.

Item No. 04

The Members of the Company are hereby informed that Ms. Nirmala Kujur (DIN: 08372625) was appointed as Additional Director (Executive Director) on the Board of Directors with effect from February 25, 2019 pursuant to provision of section 161(1) of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 and who shall liable to hold the office up to the date of the this Annual General Meeting of the Company and whose office shall be liable to retire by rotation.

The Company has received a declaration in prescribed Form DIR-8 stating that he is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013.

Your Company has received a notice along with the requisite deposit pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Ms. Nirmala Kujur as a Director (Executive Director) of the Company.

The Board of the Directors considers that continuance of Ms. Nirmala Kujur as Executive Director on the Board will be beneficial to the Company and recommends the resolution set out under Item No. 4 for approval of the members.

Except Ms. Nirmala Kujur, none of the Directors or the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 04 of this notice for approval of the members of the Company.

Item No. 05

Approval on Related Party Transaction

The provisions of Section 188 of the Companies Act 2013 and pursuant to regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governs the related party transactions, requiring a Company to obtain prior approval of the Board of Directors and in case the sum of transaction exceeds the limits prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Amendment Rules 2015, the prior approval of members by way of a Ordinary Resolution is required.

All the prescribed disclosures required to be given under the provisions of the Companies Act 2013 and the Companies (Meetings of the Board and its Power) Rules, 2014 are set out at Item No. 5 for the kind perusal of members.

Members are informed that pursuant to second proviso of Section 188(1) of the Companies Act 2013, no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. Further, by its recent General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term 'Related Party' in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the resolution is being passed.

The Board of Directors of your Company has approved this item in the Board Meeting and recommends this resolution as set out in the accompanying notice for the approval of members of the Company as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed ordinary resolution.

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Sd/-
Sanjay Tiku
Chairman
DIN: 00300566

Place: New Delhi, India
Date: September 05, 2019

AS PER THE REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

Name of Director	Mahesh Chand Agrawal	Nirmala Kujur
DIN (Directors Identification Number)	07554315	08372625
Date of Birth	19th July, 1959	20th June 1976
Age	60 Years	43 Years
Experience	25 Years	09 Years
Qualification	M.Com and MSW (Master of Social Work)	BA, GNIIT and MBA
Expertise	Human Resource Development	Supply chain Management
Date of Appointment	February 13, 2018	February 25, 2019
No of Directorship in Listed entities (other than OCL Iron and steel Limited)	One	zero
Relationship with other Directors, Managers and KMPs	No Relationship	No Relationship
Terms & Conditions of Appointment	Appointed as Non-Executive Director of the Company and liable to retire by rotation	Appointed as Executive Director of the Company and liable to retire by rotation
Remuneration last drawn (Last drawn upto March 31, 2019)	Nil	0.37 (In Lakhs)
Shareholding in the Company	Nil	Nil
List of Directorship in other companies as on March 31, 2019 (other than OCL Iron and Steel Limited)	1. Newtime Infrastructure Limited 2. Stride Autoparts Limited 3. Lotus Auto Engineering Limited	Nil

ROUTE MAP TO THE VENUE OF 14TH AGM OF OCL IRON AND STEEL LIMITED

VILL. LAMLOI,

PO. GARVANA,

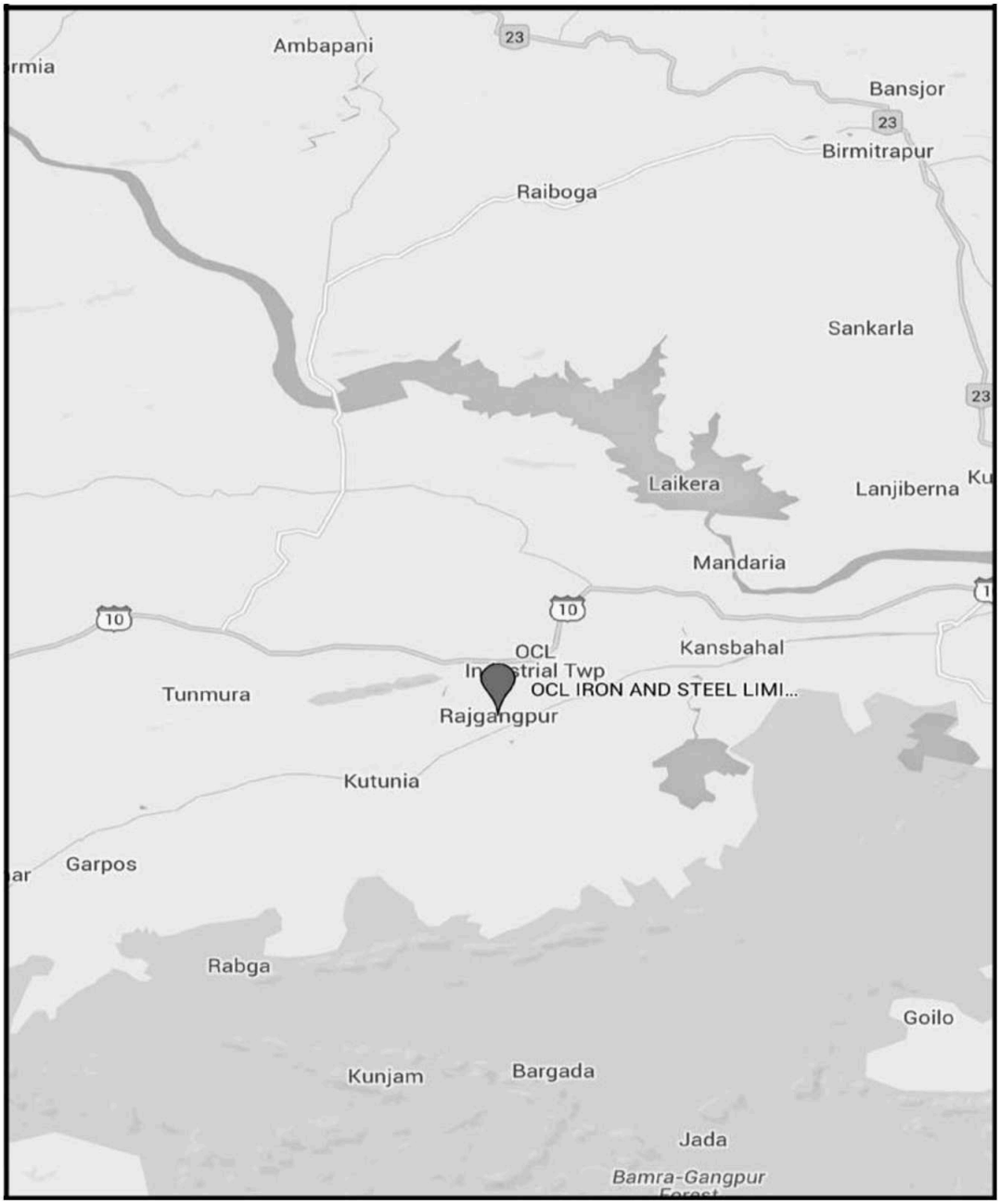
RAJGANGPUR,

ORISSA- 770017,

INDIA,

OCL IRON AND

STEEL LIMITED



OCL IRON AND STEEL LIMITED

Registered Office: Vill. Lamloi, P.O. Garvana, Rajgangpur-770017 (Distt. Sundargarh, Orissa)
Tel. : +91-6624 222562/563 Fax : +91-6624 222 564 E-mail: ocliron@gmail.com, Web : www.oclsteel.in **CIN : L27102OR2006PLC008594**

FORM MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____
Registered address : _____
E-mail id : _____
Folio No./Client Id : _____
DP ID : _____

I / We, being the member(s) of _____ Equity Shares of OCL Iron and Steel Limited, hereby appoint

1. Name : _____
   Address : _____
   E-mail Id: _____
   Signature: _____, or failing him / her
2. Name : _____
   Address : _____
   E-mail Id: _____
   Signature: _____, or failing him / her
3. Name : _____
   Address : _____
   E-mail Id: _____
   Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on the Monday, the **30th September, 2019** at **09.30 A.M.** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Annual General Meeting Notice convening the meeting, as are indicated below:

Resolution No.	Description	Vote	
		FOR	AGAINST
1	To receive, consider and adopt: a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.		
2	To appoint a Director in place of Mr. Mahesh Chand Agrawal who retires by rotation.		
3	To Re-Appointment of Statutory Auditors, M/s Arora & Choudhary Associates, Chartered Accountants for a term of five consecutive years from the conclusion of this Annual General Meeting.		
4	To Regularize Ms. Nirmala Kujur as a Director of the Company.		
5	Approval for Related Party Transaction(s) entered with the Company for Financial Year 2019-20.		

Signed this ..... day of.....2019

Signature of Shareholder..... Signature of Proxy Holder(s).....

Revenue Stamp

OCL IRON AND STEEL LIMITED

Registered Office: Vill. Lamloi, P.O. Garvana, Rajgangpur-770017 (Distt. Sundargarh, Orissa)
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Name of the Member(s) : _____
Registered address : _____
E-mail id : _____
Folio No./Client Id : _____
DP ID : _____

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1. Name : _____
   Address : _____
   E-mail Id: _____
   Signature: _____, or failing him / her
2. Name : _____
   Address : _____
   E-mail Id: _____
   Signature: _____, or failing him / her
3. Name : _____
   Address : _____
   E-mail Id: _____
   Signature: _____, or failing him / her

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5	Approval for Related Party Transaction(s) entered with the Company for Financial Year 2019-20.		

Signed this ..... day of.....2019

Signature of Shareholder..... Signature of Proxy Holder(s).....

Revenue Stamp

Notes:

(1) The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.

(2) A proxy need not be a Member of the Company.

(3) In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.

(4) A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

(5) For the Resolutions, Explanatory Statement and notes please refer to the Notice of the Annual General Meeting.

(6) Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

(7) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

(8) Please complete all details including details of member(s) in the above box before submission.

OCL IRON AND STEEL LIMITED

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ATTENDANCE SLIP

(to be handed over at :he Registration Counter)

Folio No.	
No. of Shares:	

DP ID -	
Client ID No.:	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Monday, the 30th day of September, 2019 at 09.30 A.M at Vill. Lamloi, P.O. Garvana, Rajgangpur – 770017 Distt: Sundargarh, Orissa.

1. Name(s) of the Member: 1. Mr./Ms. _____

and Joint Holder(s) 2. Mr./Ms. _____

(in block letters) 3. Mr./Ms. _____

2. Address : _____

_____

3. Father's/Husband's Name (of the Member) : Mr . _____

4. Name of Proxy : Mr./Ms. _____

1.

2.

3.

_____ _____

Signature of the Proxy Signature(s) of Member and Joint Holder(s)

Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.

2.**** Applicable for Investors holding Shares in electronic form.