OCL IRON & STEEL LTD.
REGD. OFFICE & WORKS
Vill : Lamloi - P.O.-Garvana
Rajgangpur : 770 017
Distt.- Sundargarh-Orissa, INDIA
Phone: +91 6624 222 562/563
Fax: +91 6624 222 564
eMail: oclrgp@oclsteel.in
www.oclsteel.in
CIN : L27102OR2006PLC008594

24th October, 2018

Ref.: OCL/NSE/CS/2018

National Stock Exchange of India Limited,
Exchange Plaza, 4th Floor, Plot No. C-1, G-Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400001

Security Code-OISL

Subject: Postal Ballot Notice u/s 110 read with Section 108 of the Companies Act, 2013 and Rules made thereunder

Dear Sir/Madam,

In Furtherance to our intimation dated 16th October,2018 and pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 please find enclosed herewith, Copy of the Postal Ballot/e- Voting (Notice) issued under Section 110 read with section 108 of the Companies Act, 2013.

Further, we wish to inform you that the Company on 24th October, 2018, has completed the dispatch of notice in terms of the requirements of Section 110 read with section 108 of the Companies Act, 2013 read with read with Rule 22 of Companies (Management and Administration) Rules, 2014 along with the Postal Ballot Forms and self addressed postage pre-paid envelopes for seeking approval of the member's by way of Ordinary Resolution through postal Ballot(including voting by Electronic means) For the Following special business:

S.N.	Description of Resolution
1.	Appointment of **M/s. Arora & Choudhary Associates, Chartered Accountants, (Firm Registration No. 003870N)** as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s A.C. Gupta & Associates, Chartered Accountants.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 09.00 AM (IST) on Friday, 26th October, 2018
End of e-voting	Upto 5.00 PM (IST) on Saturday, 24th November, 2018

Kindly take the same on record and oblige.

Thanking you

Yours Sincerely,

For OCL IRON AND STEEL LIMITED

Authorised Signatory
Encl.: As above

WORKS :
A-285, Chopanki Industrial Area
Chopanki, Bhiwadi, District - Alwar
Rajasthan INDIA 301 019
Phone: +91 9667569588
eMail: oclrgp@oclsteel.in
www.oclsteel.in

OCL IRON AND STEEL LIMITED

CIN: L27102OR2006PLC008594
Regd. Off.: Vill. Lamloi, P. O. Garvana, Rajgangpur, Distt. Sundargarh, Orissa - 770017
Phone: +91 6624 222 562/563, Fax: +91 6624 222 564
E-mail: oclron@gmail.com; Website: www.oclsteel.in

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013("the Act") and Rule 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS-2) and other applicable laws and regulations, if any, that the Resolution appended below is proposed to be passed by the Members through Postal Ballot including Electronic voting (e-voting).

The Board of Directors of the Company has appointed **M/s. S. Khurana & Associates, Practicing Company Secretaries** to as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 P.M on November 24, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting).The result of postal ballot shall be declared on November 26, 2018 and shall be communicated to the Stock Exchanges and would also be displayed on the Company's website at www.oclsteel.in

PROPOSED RESOLUTION:

ITEM NO.1:

TO APPOINT M/S ARORA & CHOUDHARY ASSOCIATES, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/s. A.C. GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS.

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(8)(i) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s. Arora & Choudhary Associates, Chartered Accountants, (Firm Registration No. 003870N)** be and is hereby appointed as Statutory Auditor of the Company for the Financial year 2018-19 to fill the casual vacancy caused due to resignation of **M/s A.C. Gupta & Associates, Chartered Accountants.**

RESOLVED FURTHER THAT M/s. Arora & Choudhary Associates, Chartered Accountants, shall hold the office of the Statutory Auditors of the Company until the conclusion of the Forth coming next Annual General Meeting on such remuneration as may be determined by the Board of Directors ("the Board") of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

BHAWANI PRASAD MISHRA
Managing Director
DIN: 07673547

Place: New Delhi
Dated: 16th October, 2018

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Resolution set out at Item No. 1 the reasons thereof is annexed.

2. Pursuant to the "**Green Initiative in the Corporate Governance**" taken by Ministry of Corporate Affairs, Govt. of India, in 2011, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, the 19th October, 2018 i.e. Record Date. Any person who is not a Member as on the said record date should treat this Notice for information purposes only.

3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Notice of Postal Ballot along with the Postal Ballot Form through other permitted mode.

4. The Postal Ballot Notice is uploaded on the website of the Company i.e. www.oclsteel.in and on the website of CDSL i.e. www.cdslindia.com.

5. Voting rights of the Members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the record date.

6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.

7. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting will be final.

8. In compliance with the provisions of Section 108 of the Act read with relevant rules made there under and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "e-voting procedure". It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall be treated as invalid.

9. The Scrutinizer shall; after scrutinizing the Ballot Forms and after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company; make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, by Monday, the 26th November, 2018 before 5 P.M., to the Chairman or any other Director or the Company Secretary of the Company as authorized by the Board, who shall countersign the same.

10. The results of the Postal Ballot will be announced by the Chairman of the Company or any other Director or Company Secretary authorized by the Chairman on or before 26th November 2018 by 5:00 P.M. at the Registered Office of the Company and shall also be displayed on the Notice Board of the Company's Registered Office and Corporate Office. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.oclsteel.in and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the Stock Exchange.

11. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to ocliron@gmail.com. The Registrar and Transfer Agent/Company shall forward the same along with postage pre-paid self addressed Business Reply envelope to the Member.

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, 26.10.2018 (from 09:00 A.M IST) and will end on Saturday, 24.11.2018 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:

i. The voting period begins on Friday, 26.10.2018 (from 09:00 A.M IST) and will end on Saturday, 24.11.2018 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 19th October, 2018 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 at the meeting venue.

iii. The shareholders should log on to the e-voting website www.evotingindia.com.

iv. Click on Shareholders.

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

vi. Next enter the Image Verification as displayed and Click on Login.

vii. 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.

viii. 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).

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. 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.

xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

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

xiii. 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.

xiv. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

xv. 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.

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

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

xviii. 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.

xix. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx. Note for Non – Individual Shareholders and Custodians

1. 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 as Corporate.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. 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.
4. 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.
5. 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.

xxi. 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.

12. The Company has appointed **M/s. S. Khurana & Associates, Practicing Company Secretaries (C.P No.13212)** of New Delhi as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

13. All the documents referred to in Resolution/Explanatory Statement will be available for inspection at the Registered and Corporate Office of the Company on all working days from 2 P.M. to 4 P.M. upto the date of declaration of result of Postal Ballot.

14. Resolution passed by the shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders, if approved by the requisite majority as on the date of declaration of result. The result of the voting by Postal Ballot (with the Scrutinizer's Report) will be announced at the Registered Office of the Company on or before 26th November 2018 at 5: 00 P.M.

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

BHAWANI PRASAD MISHRA
Managing Director
DIN: 07673547

Place: New Delhi
Dated: 16th October, 2018

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1:

TO APPOINT M/S ARORA & CHOUDHARY ASSOCIATES, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/s. A.C. GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS

M/s. A.C. Gupta & Associates, Chartered Accountants, had resigned as Statutory Auditors of the Company with effect from 16th October, 2018 , due to pre occupation. Consequently, the Board of Directors had approached M/s. Arora & Choudhary Associates, Chartered Accountants, (Firm Registration No. 003870N) , to act as the Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s. A.C. Gupta & Associates.

M/s. Arora & Choudhary Associates, Chartered Accountants, (Firm Registration No. 003870N) being eligible under section 139(1) and other applicable provisions, as consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors has vide their resolution dated 16.10.2018, recommended Appointment of **M/s. Arora & Choudhary Associates,** Chartered Accountants, (Firm Registration No. 003870N) as Statutory Auditors of the Company for the Financial Year 2018-2019 subject to the approval of the Members

The members are requested to consider and approve resolution set out in Item No.1 of the Notice as 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 resolution.

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

BHAWANI PRASAD MISHRA
Managing Director
DIN: 07673547

Place: New Delhi
Dated: 16th October, 2018

OCL IRON AND STEEL LIMITED

CIN: L27102OR2006PLC008594
Regd. Off.: Vill. Lamloi, P. O. Garvana, Rajgangpur, Distt. Sundargarh, Orissa - 770017
Phone: +91 6624 222 562/563, Fax: +91 6624 222 564
E-mail: oclron@gmail.com; Website: www.oclsteel.in

POSTAL BALLOT NOTICE

POSTAL BALLOT NO:

1. Name(s) of Member(s) (Including Joint holders, if any) _____
2. Registered address of the Sole/ First named Member _____
3. Registered Folio No. /DPID No./Client No.* _____ (* applicable to investors holding Shares in dematerialized form)
4. No. of Shares held _____
5. I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in Notice of Company by sending my/our assent or dissent to the said Resolution by placing the tick mark in the appropriate box below:

S.No.	Item	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	To appoint **M/s. Arora & Choudhary Associates**, Chartered Accountants, (Firm Registration No. 003870N) as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s A.C. Gupta & Associates, Chartered Accountants.			

Place: (Signature of Member)

Date:

Notes:

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: Close of Working hours (6:00 P.M.) on Saturday, 24th November, 2018.
2. For e-voting please refer to the instructions under "E-Voting Facility" in the Postal Ballot Notice attached herewith.

NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY

INSTRUCTIONS:-

1. Voting Period Commences on **Friday, 26.10.2018 (from 09:00 A.M IST) and will end on Saturday, 24.11.2018 at (5:00 P.M. IST)** for the members exercising their voting either by Postal Ballot form or through electronic voting.

2. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.

3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (05.00 P.M.) on 24th November, 2018. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.

5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.

6. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).

7. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.

8. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

9. The procedure and instructions for the voting through electronic means is attached in the Postal Ballot Notice.

10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.

11. The result of the voting on the resolution will be declared at the Registered Office of the Company on 26thNovember, 2018. The results will thereafter be also informed to the (BSE & NSE), Stock Exchanges hosted on the Company's website: www.oclsteel.in and published in newspapers.

12. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to **Mr. Bhawani Prasad Mishra**, **Managing Director of the Company, OCL Iron and Steel Limited at Vill. Lamloi, P. O. Garvana, Rajgangpur, Distt. Sundargarh, Orissa- 770017** and Email to: ocliron@gmail.com