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 : L27102OR2000GPLC008594

Ref. No. : OISL/BSE/NSE/2019-20 **Date: June 29, 2019**

To

The Bombay Stock Exchange 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**

Sub: Notice of Extra Ordinary General Meeting to be held on July 20th, 2019

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Clause 12 of Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing the notice of Extra Ordinary General Meeting (EGM) of the Company to be held on **Saturday**, **20th July, 2019** at 10.30 a.m. at Vill. Lamloi, P.O. Garvana, Rajgangpur-770017 (Distt. Sundargarh, Orissa) to transact the businesses as detailed in the said Notice.

This is for your information and record.

Thanking You,

Yours Faithfully,

For OCL Iron And Steel Limited

Anuja Jain

OCL IRON AND STEEL LTD.

Anuja Jain
Company Secretary
ACS-57084

Encl: Notice of Extra Ordinary General Meeting

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

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of OCL iron and Steel Limited ("Company") will be held on Saturday July 20, 2019 at 10.30 a.m. at Vill. Lamloi, P.O. Garvana, Rajgangpur:-770017 (Distt. Sundargarh, Orissa) to transact the following special business:

1. **ISSUE OF UPTO MAXIMUM OF 1, 95, 00,000 EQUITY SHARES ON A PREFERENTIAL BASIS:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "**Act**"); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**ICDR Regulations**" or "**SEBI ICDR Regulations**"); and any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board thereunder, Stock Exchanges where the equity shares of the Company are listed ("**Stock Exchanges**") and/or any other statutory / regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**"); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis up to maximum of 1,95,00,000 (one crore Ninety five Lakhs) equity shares of the Company of the face value of Rs. 1 (Rupees One) each ("**Equity Shares**") at a price of Rs. 6.00 (Rupees Six) which includes a premium of Rs. 5 (Rupees Five) per Equity Share aggregating to Rs. 11,70,00 000 (Rupees Eleven Crore Seventy Lakhs) to the non-promoters entities (hereinafter referred to as the "Proposed Allottees /Equity holder/Investor),") as more particularly mentioned in the explanatory statement, an entity which does not belong to the Promoter Group, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "**Relevant Date**" for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be **Thursday, June 20, 2019**, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

I. In accordance with the provisions of Chapter V of the ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares is **Thursday, June 20, 2019** which is the date falling 30 (Thirty) days prior to the date of Extraordinary General Meeting or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

II. That the said equity shares shall be issued and allotted by the Company to Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

III. The equity shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank *pari- passu* in all respects including dividend, with the existing Equity Shares of the Company.

IV. The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations relating to Preferential Issues.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

2. ISSUE OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

To consider, and if thought fit, to give your assent/dissent to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **"the Act"**) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018, [hereinafter referred to as "SEBI (ICDR) Regulations" or "ICDR Regulations"], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by The Securities and Exchange Board of India ("SEBI"), Government of India ("GOI") or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and

allot, on preferential basis, in one or more tranches, up to maximum of 11,35,00,000 (Eleven Crore Thirty Five Lakhs) convertible Warrants of Rs. 6/- each and aggregating to Rs. 68,10,00,000/- (Rupees Sixty Eight Crores Ten Lakhs) to the non-promoters entities (hereinafter referred to as the "Proposed Allottees/Warrant holder") as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holders to exercise option to convert and get allotted one equity share of face value of Rs. 1/- (Rupees one only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and at a price of Rs. 6/- (Rupees Six Only) per share arrived at in accordance with SEBI (ICDR) Regulations and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

I. In accordance with the provisions of Chapter V of the ICDR Regulations, the **"Relevant Date"** for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares pursuant to the exercise of the Equity Warrants is **Thursday, June 20, 2019** which is the date falling 30(Thirty) days prior to the date of Extraordinary General Meeting or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

II. The said Equity Warrants shall be issued and allotted by the Company to Proposed Allottee within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

III. The equity shares to be so allotted on exercise the Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.

IV. A Equity Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Equity Warrants, as prescribed by Regulation 169(2) of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Equity Warrant holder(s) at the time of exercising the Equity Warrant.

V. The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

VI. In the event the Equity Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

VII. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Equity Warrants, the issue price of the Equity Shares to be allotted against such Equity Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.

VIII. The Equity Shares to be issued and allotted by the Company on exercise of the Equity Warrants in the manner aforesaid shall be in dematerialized form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.

IX. The warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V under Part V of ICDR Regulations relating to preferential issues.

X. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring

XI. The Board be and is hereby authorized to take necessary steps for listing of the abovementioned Equity Shares/ Warrants (on conversion) on the Stock Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Agreement and other applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of the Listing Agreement and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares/ Warrants (on conversion) and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects. "

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Anuja Jain
Company Secretary
ACS: 57084

Place: New Delhi
Date: 18.06.2019

NOTES:-

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the "Companies Act" or the "Act") with respect of the special business as set out in the Notice is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM IS ATTACHED HEREWITH.**

3. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Act.

4. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of this Extra Ordinary General Meeting (EGM).

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

6. Corporate Members intending to send their authorized representative/(s) u/s 113 of the Companies Act, 2013 (the Act), are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.

7. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, M/s. CB Management Services Private Limited. P-22, Bondel Road, Kolkata – 700019 (West Bengal) Tel No: +91 33 22806692-94/2280 2486 Fax No: +91 33 4011 6739 Email: rta@cbmsl.com Website : www.cbmsl.com

8. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with **M/s. CB Management Services Private Limited.** In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.

9. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance.

   To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 14th June, 2019 unless any Member has requested for a physical copy of the same. Members may note that this Notice will also be available on the Company's website www.oclsteel.in

10. Members/Proxies should bring the Attendance Slip duly filled in, for attending the EGM. Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the duly filled in Attendance Slip at the registration counter to attend the EGM.

11. In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered 13th July, 2019 to determine the eligibility of Members to vote by physical ballot and by electronic means/ e-voting (Cut-off date). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date would be entitled to vote through electronic means or through physical ballot at the EGM.

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

13. a) Members holding shares in Physical form are requested to notify the Registrar and Share Transfer Agent/Company change in their address, if any, with pin code, quoting their folio number.

    b) Members holding shares in electronic form should notify any change in their residential address or bank details directly to their respective Depository Participants.

14. Non-Resident Indian Shareholders are requested to inform the Registrar & Share Transfer Agent/ Company/respective Depository Participant:

15. a) Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not already intimated.

    b) Change, if any, in their Residential status.

16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their 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.

17. SEBI has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company prints the bank account details, if available, on the warrant for distribution of dividend. Therefore, to avoid any fraudulent encashment of warrants, the members are requested to furnish, quote their folio number, following information to the Registrar & Share Transfer Agents / Company / respective depository participant so that requisite details could be printed on all future dividend warrants:

    a. Name of the Sole/First Joint Holder, and

    b. Particulars of his/her Bank account, viz. account number, name of Bank and complete address of the Branch with Pin code Number.

18. For effecting changes in address / bank details / ECS mandate etc., shareholders are requested to contact the RTA in case of shares held in physical form / their respective Depository Participant in case of shares held in dematerialized form.

19. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.

20. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with their Depository Participants for receiving all communication including Notices, Circulars, etc. From the Company electronically. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request to the Company at ocliron@gmail.com.

21. The Board of Directors has appointed **M/s S. Khurana & Associates, Practicing Company Secretary (Membership Number-35297)** to act as the Scrutinizer for conducting the e-voting process/ ballot process in a fair and transparent manner.

22. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. close of business hours on 13th July, 2019 6:00 PM and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.

23. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

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 **Wednesday, 17.07.2019 (from 09:00 A.M IST) and will end on Friday, 19.07.2019 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 **Wednesday, 17.07.2019 (from 09:00 A.M IST) and will end on Friday, 19.07.2019 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 Saturday, 13.07.2019** 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, Deputy 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 EGM 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 EGM 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

Anuja Jain
Company Secretary
ACS: 57084

Place: New Delhi
Date: 18.06.2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 1

ISSUE OF 1, 95, 00, 000 EQUITY SHARES ON A PREFERENTIAL BASIS:

The special resolution as mentioned under item 1 proposes to authorize the Board of directors to issue and allot up to maximum of 1,95,00,000 equity shares to the non-promoters and others in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The Information pertaining to the proposed preferential allotment in terms of the Part III of Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below:

(a) The Object of the Issue through preferential offer

i. To fund long term capital requirements for future growth of the company;

ii. To meet working capital requirement and reducing debts; and

iii. To meet General Corporate Purpose.

(b) Maximum Number of Specified Securities to be issued.

The Company proposed to issue and allot up to maximum of 1, 95, 00,000 equity shares to the non-promoters.

(c) The proposal of the Promoters or their associates and relatives/Directors/Key Managerial Personnel of the issuer to subscribe to the offer

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to the proposed issue.

(d) The shareholding Pattern of the Issuer before and after the preferential issue

Shareholding pattern before and after the proposed preferential issue of Equity Shares is as follows:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share holding
A	**Promoters' holding :**				
1.	**Indian**				
	Individuals/ HUF				
	Bodies Corporate	91737232	68.39	91737232	59.70
	Trust	-	-	-	-
2.	**Foreign Promoters**	**-**	**-**	**-**	-
	Sub Total (A)	**91737232**	**68.39**	**91737232**	**59.70**
B	**Non-Promoters' holding:**				
1.	**Institutional Investors**				
	Mutual Funds	57000	0.04	57000	0.04
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	900	0.00	6500900	4.23

	Financial Institutions/Banks	187500	0.14	187500	0.12
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any other (Specify)	0	0.00	0	0.00
	Trust	420	0.00	420	0.00
2.	**Central Government/State Government(s)/ President of India**	-	-	-	-
3.	**Non-Institution Investors**	-	-	-	-
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	29531703	22.02	29531703	19.22
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	6053075	4.51	6053075	3.94
	NBFCs Registered with RBI	-	-	-	-
	Employee Trusts	-	-	-	-
	Any Other	-	-	-	-
	Non Resident Indians	1368102	1.02	1368102	0.90
	Clearing Members	67673	0.05	67673	0.04
	Bodies Corporate	5124615	3.82	18124615	11.80
	Foreign Nationals	14520	0.01	14520	0.01
	Trust	420	0.00	420	0.00
	I E P F	-	-	-	-
	Sub Total (B)	**42405928**	**31.61**	**61905928**	**40.30**
	TOTAL (A+B)	**134143160**	**100**	**153643160**	**100.00**
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	**0**		**0**	
	GRAND TOTAL (A+B+C)	**134143160**	**100.00**	**153643160**	**100.00**

Note:

1. The above mentioned pre and post issue shareholding pattern of the Company is on a fully diluted basis.

(e) The Time within which preferential issue shall be completed

As required under Chapter V of the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(f) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue

S. No.	Proposed Allottee	Category	PAN	Ultimate Beneficial Owner	Pre Issue Equity Holding		No. of shares to be Allotted	Post Issue Equity Holding	
1	Silver Stallion Limited Address: C/o SGG Fund Services, 33 Edith Cavell Street, Port Louis, 11324, Mauritius	Non-Promoter	AAICS7877A	Mrs. Bharti Amul Shah	Nil	Nil	2000000	2000000	1.30
2	Raisonneur Capital Limited Address: 9th Floor Maeva Tower, Cnr Silicon Avenue & Bank Street, Ebene Cybercity, 72201, Mauritius	Non-Promoter	AAICR4942F	Mr. Piyush Pravinbhai Sakhiya	Nil	Nil	2000000	2000000	1.30
3	Elara India Opportunities Fund Limited Address: 4th floor, 19 Bank Street, Cybercity, 72201 Ebene, Mauritius	Non-Promoter	AABCE6307N	Mr. Rajendra Bhat	Nil	Nil	500000	500000	0.32
4	ITF Mauritiuis Address: St Louis Buisness Centre, Cnr Desroches & St Louis Streets, Port Louis, Mauritius	Non-Promoter	AAACI8954N	Mr.Vikas Mehrotra	Nil	Nil	2000000	2000000	1.30
5	Landscap Dealers Pvt. Ltd. Address: 15B, Clive Row, Kolkata-700001	Non-Promoter	AABCL4928N	Mr. Ashok Kumar Jain	Nil	Nil	500000	500000	0.32
6	Convent Tradelinks (P) Ltd. Address: 2, Ganesh Chandra Avenue, Kolkata-700013	Non-Promoter	AADCC4456A	Ms. Vasudha Jain	Nil	Nil	500000	500000	0.32

7	Sam Financial Services LLP Address: 404, Niranjan, 99, Marine Drive Mumbai-400002	Non-Promoter	ADBFS7991N	Mr. Ajay Sarupria & Mrs. Jasmine Sarupria	Nil	Nil	500000	500000	0.32
8	Flex Trade Private Limited Address: 13, Bipin Behari Ganguly Street, 02nd Floor, Room No. -205, Kolkata-700012	Non-Promoter	AAACF6723A	Mrs. Rashmi Jain & Mr. Manish Agarwal	Nil	Nil	2000000	2000000	1.30
9	Sagittarians Credit Capital Private Limited Address: 63, Shiv, Nagar, Rawatpur, Kanpur, 208019	Non-Promoter	AACCS2127D	Mr. Adish Jain & Mr. Prakash Kumar Agarwal	Nil	Nil	2000000	2000000	1.30
10	Standard Financial Consultants Private Limited Address: 8, Camac Street, Shantiniketan Building, 7th Floor, Room No. 11 & 12, Kolkata-700 017	Non-Promoter	AALCS8120R	Mr. Adish Jain & Mr. Ankush Kumar Jain	Nil	Nil	2000000	2000000	1.30
11	Subhlabh Fiscal Services Private Limited Address: 4A, Council House street, MMS, Chambers, 1st Floor, Kolkata-700 001	Non-Promoter	AADCS8846A	Mr.Mridul Singhania & Mrs.Sulochna Devi Jain	Nil	Nil	2000000	2000000	1.30
12	Bhagyalaxmi Fashion Limited Address: Office No.505, 05th Floor, Hassan Premji CHS Limited, 439, Kalbadevi Road, Mumbai-400002	Non-Promoter	AABCB5958Q	Mr. Ashok H. Thakkar & Mr. Sushil J Bagarka	Nil	Nil	1000000	1000000	0.65
13	Kamini Finance and Investment Company Limited Address: Room No.5, 1st Floor,	Non-Promoter	AAACK8421A	Mr. Chand Ratan Modi	Nil	Nil	500000	500000	0.32

	H.M., T.R., Phookan Road, Guwahati-781001								
14	Stand Developers Pvt. Ltd. Address: 7, Niraj Industrial Estate, Off. Mahakali Gaves Road, Andheri (E), Mumbai-400093	Non-Promoter	AAMCS4651E	Mr. Ankur Vijay Bankda & Mr. Ankit Bankda	Nil	Nil	2000000	2000000	1.30

- Note: The pre preferential percentage of shareholding has been calculated on the basis of present equity share capital of company.
- The post preferential percentage of shareholding has been calculated on the basis of post emerging equity share capital of company assuming allotment of equity shares only.

(g) Requirement as to re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares in accordance with Regulation 164(3) of ICDR Regulations.

(h) Pricing of the Preferential issue

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). However, in terms of Regulation 165 of the SEBI ICDR Regulations, 2018, the shares of the Company are infrequently traded on both the Stock Exchanges; therefore, the aforesaid Equity Shares will be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

A Certificate will be obtained from Independent Valuer confirming the minimum price for the preferential issue as per Preferential Issue Guidelines in Chapter V of SEBI (ICDR) Regulations, 2018 along with the calculation thereof and the same will be made available for inspection at the Registered Office of the Company.

"Stock Exchange" for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.

- The allotment of shares are subject to the Investor not having sold any Equity Shares during the six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any equity shares Equity Shares until completion of the allotment under the proposed preferential issue.
- The Company, Its Promoters and Directors is not declared as wilful defaulter by Reserve Bank of India and also not declared as fugitive economic offender under Fugitive Economic offender Act, 2018.

(i) Relevant date with reference to which the price has been arrived at

The **"Relevant Date"** in terms of Regulation 161 of the ICDR Regulations for determination of minimum price is **Thursday, June 20, 2019**, being a date which is 30 (Thirty) days prior to the date of Extraordinary General Meeting, i.e. 20th July 2019. To approve the proposed preferential issue, in term of Section 42 and Section 62 of the Companies Act, 2013.

(j) Auditor's Certificate

A copy of the certificate from the Statutory Auditors of the Company, M/s Arora & Choudhary Associates, Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, will be available for inspection at the Registered Office of the Company during 11.00 A.M. and 1.00 P.M. on any working day (Except Saturday) prior to the date of meeting.

(k) Lock-in Period

The equity shares issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

(l) **Basis on which the price has been arrived at along with report of the registered valuer**

As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the ICDR Regulations. However, in terms of the subscription agreement, it is agreed that the issue price shall be Rs. 6/-(Rupees Six only) per equity share or price determined as on Relevant Date in accordance with Regulation 161 of the ICDR Regulations and applicable law, whichever is higher.

(m) Change in control

There shall be no change in management or control of the Company pursuant to this proposed issue.

(n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash consideration.

(o) Undertaking to put Equity Shares under lock-in till the re-computed price is paid:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

(p) Earlier allotment on preferential basis

During the Financial Year 2018-19, the Company has not offered, issued and allot any equity shares on preferential basis to promoter and non promoters.

(q) Other Terms and conditions for Issue of equity shares

1. The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of ICDR Regulations. Due to above preferential allotment of the equity shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the ICDR Regulations.

2. The equity shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank pari passu in all respects with the existing equity shares of the Company and will be listed on National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

(r) Compliances:

The company has complied with the requirement of listing obligation including clause 40A i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public.

(s) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

(t) Declaration about Wilful Defaulter and Fugitive Economic Offender

None of the Company, Its Promoters and Directors is declared as wilful defaulter by Reserve Bank of India and also none of the company, its promoters and directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

The Board recommends the Special Resolution as set out in the Notice for members' approval.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any and the shares proposed to be issued to them/ their relatives/ their associates.

ITEM NO.2:

The Board of Directors in their meeting held on 18th June, 2019 subject to necessary approval(s), has approved the proposal for raising funds and for that to issue and allot up to maximum of 11,35,00,000 (Eleven Crore Thirty Five Lakhs Only) convertible warrants of Rs. 6/- aggregating to Rs. 68,10,00,000/- (Rupees Sixty Eight Crore Ten Lakhs Only) of the Company to Non-Promoter entities on preferential basis.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

Salient features of the preferential issue of Convertible Warrants are as under:

The proposed issue and allotment of Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 163(1) of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Convertible warrants are:

- The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible warrants is **Thursday, June 20, 2019**, being 30 days prior to the date of this Extraordinary General Meeting i.e. July 20th, 2019.
- The Convertible warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- In case the option to subscribe to equity shares against such Convertible warrants is not exercised by the Proposed Allottee within 18 months, the consideration paid by such Allottee in respect of such Convertible warrants shall be forfeited by the Company.

- The Convertible Warrants and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s); and
- The equity shares allotted on exercise of Convertible Warrants shall rank pari passu in all respects (including with respect to voting rights and dividend), with the then existing fully paid up equity shares of the Company.

Details of the Issue

1. The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Proposed Allottee has represented that the allottee has not sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date.

2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below :

(a) The Object of the Issue through preferential offer

i. To fund long term capital requirements for future growth of the company;

ii. To meet working capital requirement and reducing debts; and

iii. To meet General Corporate Purpose.

(b) The proposal of the Promoters/Directors/Key Management Personnel of the issuer to subscribe to the offer

None of the promoters, directors or key managerial personnel of the Company intend to subscribe to the proposed issue.

(c) The shareholding Pattern of the Issuer before and after the preferential issue of warrants

Shareholding pattern before and after the proposed preferential issue of convertible warrants is as follows:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share Holding	No. of Shares held	% of share holding
A	**Promoters' holding :**				
1.	**Indian**				
	Individuals/ HUF				
	Bodies Corporate	91737232	68.39	91737232	34.34
	Trust	-	-	-	
2.	**Foreign Promoters**	**-**	**-**	**-**	
	Sub Total (A)	**91737232**	**68.39**	**91737232**	**34.34**
B	**Non-Promoters' holding:**				
1.	**Institutional Investors**				
	Mutual Funds	57000	0.04	57000	0.02
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-

	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	900	0.00	41500900	15.54
	Financial Institutions/Banks	187500	0.14	187500	0.07
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any other (Specify)	0	0.00	0	
	Trust	420	0.00	420	0.00
2.	**Central Government/State Government(s)/ President of India**	-	-	-	
3.	**Non-Institution Investors**	-	-	-	
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	29531703	22.02	29531703	11.05
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	6053075	4.51	6053075	2.27
	NBFCs Registered with RBI	-	-	-	-
	Employee Trusts	-	-	-	-
	Any Other	-	-	-	-
	Non Resident Indians	1368102	1.02	1368102	0.51
	Clearing Members	67673	0.05	67673	0.03
	Bodies Corporate	5124615	3.85	96624615	36.17
	Foreign Nationals	14520	0.01	14520	0.005
	Trust	420	0.00	420	0.00
	I E P F	-	-	-	-
	Sub Total (B)	**42405928**	**31.61**	**175405928**	**65.66**
	TOTAL (A+B)	**134143160**	**100**	**267143160**	**100**
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	**0**		**0**	
	GRAND TOTAL (A+B+C)	**134143160**	**100.00**	**267143160***	**100.00***

Note: * This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed and assuming full conversion of warrants in to equity shares.

* The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

(d) The Time within which preferential issue shall be completed

As required under Chapter VII of the Regulations, the Company shall complete the allotment of Convertible warrants as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of Convertible warrants would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(e) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue

S. No.	Name and address of the Proposed Allottee	Category	PAN	Ultimate Beneficial Owner	Pre Issue Equity Holding		No. of warrants to be Allotted	Post Issue Equity Holding after proposed allotment of equity shares and assuming full conversion of warrant(s)	
1	Silver Stallion Limited Address: C/o SGG Fund Services, 33 Edith Cavell Street, Port Louis, 11324, Mauritius	Non-Promoter	AAICS7877A	Mrs. Bharti Amul Shah	Nil	Nil	10000000	12000000	4.49
2	Raisonneur Capital Limited Address:9th Floor Maeva Tower, Cnr Silicon Avenue & Bank Street, Ebene Cybercity, 72201, Mauritius	Non-Promoter	AAICR4942F	Mr. Piyush Pravinbhai Sakhiya	Nil	Nil	10000000	12000000	4.49
3	Elara India Opportunities Fund Limited Address:4th floor, 19 Bank Street, Cybercity, 72201 Ebene, Mauritius	Non-Promoter	AABCE6307N	Mr. Rajendra Bhat	Nil	Nil	5000000	5500000	2.06
4	ITF Mauritiuis Address: St Louis Buisness Centre,	Non-Promoter	AAACI8954N	Mr.Vikas Mehrotra	Nil	Nil	10000000	12000000	4.49

	Cnr Desroches & St Louis Streets, Port Louis, Mauritius								
5	Landscap Dealers Pvt. Ltd. Address: 15B, Clive Row, Kolkata-700001	Non-Promoter	AABCL4928N	Mr. Ashok Kumar Jain	Nil	Nil	5000000	5500000	2.06
6	Convent Tradelinks (P) Ltd. Address: 2, Ganesh Chandra Avenue, Kolkata-700013	Non-Promoter	AADCC4456A	Ms. Vasudha Jain	Nil	Nil	5000000	5500000	2.06
7	Sam Financial Services LLP Address:404, Niranjan, 99, Marine Drive Mumbai-400002	Non-Promoter	ADBFS7991N	Mr. Ajay Sarupria & Mrs. Jasmine Sarupria	Nil	Nil	5000000	5500000	2.06
8	Flex Trade Private Limited Address: 13, Bipin Behari Ganguly Street, 02nd Floor, Room No. -205, Kolkata-700012	Non-Promoter	AAACF6723A	Mr. Manish Agarwal & Mrs. Rashmi Jain	Nil	Nil	10000000	12000000	4.49
9	Sagittarians Credit Capital Private Limited Address: 63, Shiv, Nagar, Rawatpur, Kanpur, 208019	Non-Promoter	AACCS2127D	Mr. Adish Jain & Mr. Prakash Kumar Agarwal	Nil	Nil	10000000	12000000	4.49
10	Standard Financial Consultants Private Limited Address: 8, Camac Street, Shantiniketan Building, 7th Floor, Room No. 11 & 12, Kolkata-700 017	Non-Promoter	AALCS8120R	Mr. Adish Jain & Mr. Ankush Kumar Jain	Nil	Nil	10000000	12000000	4.49
11	Subhlabh Fiscal Services Private Limited Address: 4A,	Non-Promoter	AADCS8846A	Mr.Mridul Singhania & Mrs.Sulochna Devi Jain	Nil	Nil	10000000	12000000	4.49

	Council House street, MMS, Chambers, 1st Floor, Kolkata-700 001								
12	Bhagyalaxmi Fashion Limited Address: Office No.505, 05th Floor, Hassan Premji CHS Limited, 439, Kalbadevi Road, Mumbai-400002	Non-Promoter	AABCB5958Q	Mr. Ashok H. Thakkar & Mr. Sushil J Bagarka	Nil	Nil	8500000	9500000	3.56
13	Kamini Finance and Investment Company Limited Address: Room No.5, 1st Floor, H.M., T.R., Phookan Road, Guwahati-781001	Non-Promoter	AAACK8421A	Mr. Chand Ratan Modi	Nil	Nil	5000000	5500000	2.06
14	Stand Developers Pvt. Ltd. Address: 7, Niraj Industrial Estate, Off. Mahakali Gaves Road, Andheri (E), Mumbai-400093	Non-Promoter	AAMCS4651E	Mr. Ankur Vijay Bankda & Mr. Ankit Bankda	Nil	Nil	10000000	12000000	4.49

- **Note:** The pre preferential percentage of shareholding has been calculated on the basis of present equity share capital of company.
- The post preferential percentage of shareholding has been calculated on the basis of post emerging equity share capital of company after proposed allotment of 1,95, 00,000 equity shares and assuming allotment of equity shares pursuant to full conversion of 11,35,00,000 warrants as proposed to be allotted.

(f) Requirement as to re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares.

(g) Pricing of the Preferential issue

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). However, in terms of Regulation 165 of the SEBI ICDR Regulations, 2018, the shares of the Company are infrequently traded on both the Stock Exchanges; therefore, the aforesaid warrants will be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

A Certificate will be obtained from Independent Valuer confirming the minimum price for the preferential issue as per Preferential Issue Guidelines in Chapter V of SEBI (ICDR) Regulations, 2018 along with the calculation thereof and the same will be made available for inspection at the Registered Office of the Company.

"Stock Exchange" for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.

- The allotment of warrants are subject to the Investor not having sold any Equity Shares during the six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any equity shares Equity Shares until completion of the allotment under the proposed preferential issue.
- The Company, Its Promoters and Directors is not declared as wilful defaulter by Reserve Bank of India and also not declared as fugitive economic offender under Fugitive Economic offender Act, 2018.

(h) Relevant date with reference to which the price has been arrived at

The **"Relevant Date"** in terms of Regulation 161 of the ICDR Regulations for determination of minimum price is **Thursday, June 20, 2019**, being a date which is 30 (Thirty) days prior to the date of Extraordinary General Meeting, i.e. 20th July 2019. To approve the proposed preferential issue, in term of Section 42 and Section 62 of the Companies Act, 2013.

(i) Auditor's Certificate

A copy of the certificate from the Statutory Auditors of the Company, **M/s Arora & Choudhary Associates,** Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, will be available for inspection at the Registered Office of the Company during 11.00 A.M. and 1.00 P.M. on any working day (Except Saturday) prior to the date of meeting.

(j) Lock-in Period

The equity shares to be issued and allotted pursuant to conversion of warrants to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of allotment of such securities.

(k) **Basis on which the price has been arrived at along with report of the registered valuer**

As such this is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the ICDR Regulations. However, in terms of the subscription agreement, it is agreed that the issue price shall be Rs. 6/-(Rupees Six only) per equity share or price determined as on Relevant Date in accordance with Regulation 161 of the ICDR Regulations and applicable law, whichever is higher.

(l) Change in control

There shall be no change in management or control of the Company pursuant to this proposed issue.

(m) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash consideration.

(n) Undertaking to put Equity Shares under lock-in till the re-computed price is paid:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

(o) Earlier allotment on preferential basis

During the Financial Year 2018-19, the Company has not offered, issued and allot any equity shares on preferential basis to promoter and non promoters.

(p) Other Terms and conditions for Issue of equity shares

1. The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of ICDR Regulations. Due to above preferential allotment of the equity shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the ICDR Regulations.
2. The equity shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank pari passu in all respects with the existing equity shares of the Company and will be listed on National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

(q) Compliances:

The company has complied with the requirement of listing obligation including clause 40A i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public.

(r) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

(s) Declaration about Wilful Defaulter and Fugitive Economic Offender

None of the Company, Its Promoters and Directors is declared as wilful defaulter by Reserve Bank of India and also none of the company, its promoters and directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

The Board recommends the Special Resolution as set out in the Notice for members' approval.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out at item no. 2 except to the extent of their shareholding in the Company, if any and the shares proposed to be issued to them/ their relatives/ their associates.

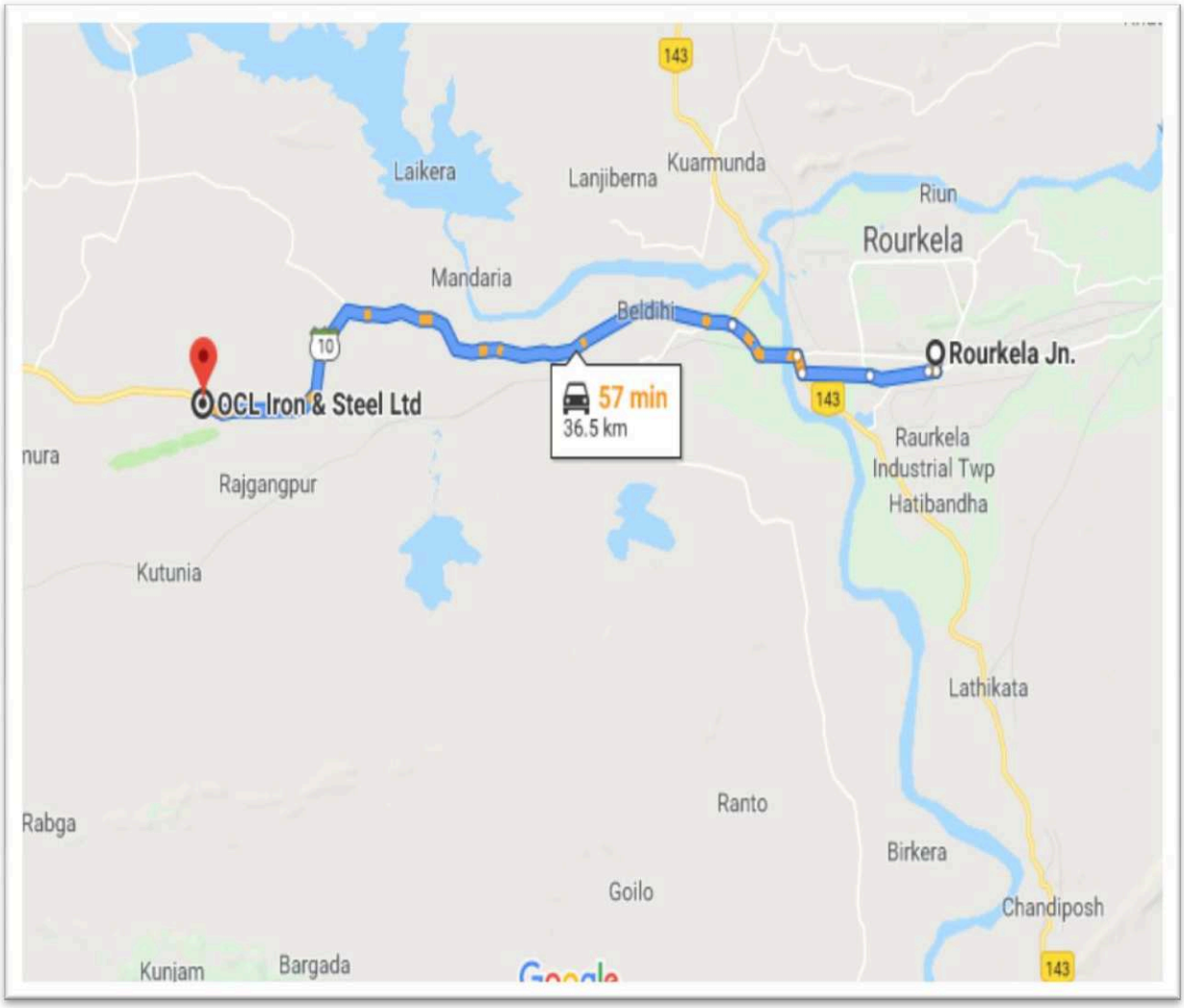
BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Anuja Jain
Company Secretary
ACS: 57084

Place: New Delhi
Date : 18.06.2019

ROUTE MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING OF OCL IRON AND STEEL LIMITED

VENUE: OCL IRON AND STEEL LIMITED, Vill. Lamloi, PO. Garvana Rajgangpur Odisha-770017, India



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 Extra Ordinary General Meeting (EGM) of the Company, to be held on the **Saturday, the 20th July, 2019 at 10.30 a.m** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Extra Ordinary General Meeting Notice convening the meeting, as are indicated below:

Resolution No.	Description	Vote	
		FOR	AGAINST
1. Special Resolution	Issue Of upto Maximum of 1,95,00,000 Equity Shares on a Preferential basis		
2. Special Resolution	Issue Of Warrants, Convertible Into Equity Shares on Preferential Basis		

Signed this ..... day of 2019

Revenue Stamp

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

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.

OCLIRON AND STEEL LIMITED

RegisteredOffice : 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

ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No.	
No. of Shares:	

DP ID -	
Client ID No.:	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Saturday, the **20th day of July, 2019 at 10.30 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.**

OCL IRON AND STEEL LIMITED

CIN: L27102OR2006PLC008594
Registered Office: Vill. Lamloi, P.O. Garvana, Rajgangpur:-770017 (Distt. Sundargarh, Orissa)
Website: www.oclsteel.in | **Email**: ocliron@gmail.com
Tel: +91 6624 222 562/563 | **Fax**: +91 6624 222 564

Form No. MGT 12
BALLOT PAPER/ POLLING PAPER

Name(s) of Member(s) (in BLOCK/ CAPITAL Letters)	:
Registered Address	:
DP ID / Client ID or Folio No	:
No. of equity shares held	:

I/ We hereby exercise my/ our vote in respect of the following resolution(s) as set out in the Notice of **Extra Ordinary General Meeting (EGM) of the Company held on Saturday, 20th July, 2019 at 10:30 a.m.** at Vill. Lamloi, P.O. Garvana, Rajgangpur:-770017 (Distt. Sundargarh, Orissa) which is proposed to be placed for consideration of members at the aforesaid Extra Ordinary General Meeting of the Company, by recording my/ our assent and/ or dissent to the said Resolution(s) in the following manner:

Resolution No. & Nature of Resolution	Resolution	No. of Equity Share(s) held	I/ We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Special Businesses				
1. Special Resolution	Issue of upto Maximum of 1,95,00,000 Equity Shares on a Preferential basis.			
2. Special Resolution	Issue Of Warrants, Convertible Into Equity Shares on Preferential Basis.			

*Please put a tick mark (□) in appropriate column against theresolution(s) indicated above. In case the shareholder/ proxy wishes his/ her vote to be used differently, he/ she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Signature of Shareholder/ Proxy