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
CIN : L27102OR2006PLC008594

Ref No. : OISL/NSE/2018-19 **Date:** 31st August, 2018

To,
The Manager
National Stock Exchange of India Limited,
Listing Department
Exchange Plaza, 4th Floor, Plot no.C-1, G Block
Bandra Kurla Complex, Bandra East,
Mumbai-400051

NSE TRADING SYMBOL: OISL

Subject: Notice of 13th Annual General Meeting (AGM) to be held on 24TH September, 2018

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 Annual General Meeting (AGM) of the Company to be held on **Monday, 24th September, 2018 at 10:00 a.m. at Vill. Lamloi, P.O. Garvana, Rajgangpur – 770017 (Dist. 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**

Authorised Signatory

BHUBANESWAR OFFICE
Plot No. 2132/5124
Nageswar Tangi
Jaydev Nagar - Lewis Road
Bhubaneswar 751 002, INDIA
Phone: +91 674 243 0133
eMail: oclrgp@oclsteel.in
www.oclsteel.in

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the members of **OCL IRON AND STEEL LIMITED** will be held on **Monday, 24th September, 2018 at 10.00 A.M.** at the Registered Office of the Company at **Vill. Lamloi, P.O. Garvana, Rajgangpur - 770017 (Dist. Sundargarh, Orissa)** to transact the following businesses:

ORDINARY BUSINESS:-

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

   a) The Audited Standalone Financial Statements of the Company for the Financial Year ended **March 31, 2018** and the Reports of the Board of Directors and the Auditors thereon; and

   b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended **March 31, 2018** and the Report of the Auditors thereon.

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

3. **Ratification of Appointment of Statutory Auditors.**

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) amendments(s) or re-enactment thereof for the time being in force), the Appointment of **M/s. A.C. GUPTA & ASSOCIATES**, Chartered Accountants (Firm Registration No. 008079N) in 10th Annual General Meeting ("AGM"), to act as Statutory Auditors of the Company and to hold office for a period of five years from 10th AGM to 15th AGM and ratification thereof, the approval of members be and is hereby accorded to ratify the appointment of **M/s A.C. GUPTA & ASSOCIATES** , Statutory Auditors from the conclusion of this AGM till the conclusion of 15th AGM scheduled to be held for the Financial Year 2019-2020, on such remuneration as shall be fixed by the Board of Directors of the Company"

SPECIAL BUSINESS:-

4. **Ratification of Remuneration Payable to Mr. Yash Pal Sardana, Cost Accountants, Cost Auditors of the Company for the Financial Year 2018-19**

   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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the 'remuneration not exceeding Rs. 5 Lakhs per annum, as approved by the Board and recommendation by Audit Committee, payable to Mr. Yash Pal Sardana, Cost Accountants (Membership No.-17996), Cost Auditors of the Company for Cost audit w.r.t. the financial year 2018-2019, be and is herby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

5. **TO APPOINT MR. RAMBABU SINGH TOMAR (DIN-07715251) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rambabu Singh Tomar (DIN-07715251) was appointed as an Additional Director w.e.f 06th July, 2018 and who held's office till the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to 2023."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution

6. **REGULARIZATION OF MR. MAHESH CHAND AGRAWAL (DIN: 07554315) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provision of Section 152 of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendments(s) or re-enactment thereof for the time being in force), the approval of Shareholder of the Company be and is hereby given to appoint **Mr. Mahesh Chand Agrawal (DIN: 07554315)** as Non-Executive Director of the Company with effect from this 13th Annual General Meeting i.e September 24, 2018, who was appointed by the Board of Directors of the Company as an additional director with effect from February 13th, 2018 and a notice in writing received under Section 160 of the Act and whose office shall be liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. TO APPOINT MR. BHAWANI PRASAD MISHRA (DIN: 07673547) AS A DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act 2013 (the Act), if any, read and the rules made there under (including any statutory modification(s) or enactment thereof for the time being in force) Mr. Bhawani Prasad Mishra (DIN: 07673547) who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Act on May 26, 2018 and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing along with requisite deposit from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director on the Board of the Company.

8. TO APPOINT MR. BHAWANI PRASAD MISHRA AS MANAGING DIRECTOR OF THE COMPANY

In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 196,197,198 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013, if any, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force, Mr. Bhawani Prasad Mishra (DIN: 07673547) be and is hereby appointed as Managing Director of the Company for a period of 5 years effective from 26th May,2018 on the following terms and conditions:

(i) Period

Three Years (26.05.2018 - 25.05.2023)

(ii) Nature of Duties

Mr. Bhawani Prasad Mishra, Managing Director, shall devote sufficient time and attention towards the business of the Company. He shall have full control and executive responsibility for the general conduct and management of business and day-to -day affairs of the Company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper discharge of his duties.

(iii) Remuneration

Pursuant to Provisions of Companies Act 2013 and as per Schedule V of Companies Act, 2013

(iv) Other Terms

- He shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of the company's business.
- The appointment may be terminated by Mr. Bhawani Prasad Mishra or the Company by giving prior notice in writing.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be necessary or desirable to give effect to this resolution."

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Sanjay Tiku
(Chairman)
DIN: 00300566

Place: New Delhi
Dated: 20th August, 2018

NOTES:

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

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

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

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

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

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

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

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

9. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e from **Friday, September 21, 2018 to Monday, September 24, 2018 (both days inclusive)**.

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

11. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and **M/s. CB Management Services Private Limited** to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to **M/s. CB Management Services Private Limited**.

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

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

12. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization as the transfer of physical securities will not be permitted after **05th December, 2018**.

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

14. The Company 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.

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

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

17. At the 10th Annual General Meeting of the Company held on September 30, 2015, pursuant to the provision of Section 139 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the members approved appointment of **M/s. A.C. GUPTA & ASSOCIATES, Chartered Accountants (Firm Registration No. 008079N)**, as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 15th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting. **Vide notification dated May 7, 2018, the Companies Act, 2013 get amended by Companies (Amendment) Act, 2017 and the Ministry of Corporate Affairs** via this amendment has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, final ratification resolution up to 15th AGM is being proposed for ratification of appointment of statutory auditors at the 13th Annual General Meeting for good governance.

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

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

20. The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.oclsteel.in). The Notice of Annual General Meeting is being sent to all the members whose names appear in the Register of Members as on **August 17th, 2018**.

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

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

23. Members are eligible to cast vote electronically only if they are holding shares as on **September 17, 2018,** being the cut-off date.

24. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting period commences on **Friday, September 21, 2018 (9:00 a.m. IST) and ends on Sunday, September 23, 2018 (5:00 p.m. IST)**. During this period, members holding share either in physical or dematerialized form, as on the cut-off date, i.e. September 17, 2018 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e **September 17, 2018**. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

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

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

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on **Friday, 21.09.2018 (from 09:00 A.M IST) and will end on Sunday, 23.09.2018 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:

(a) The voting period begins on **Friday, 21.09.2018 (from 09:00 A.M IST) and will end on Sunday, 23.09.2018 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 Friday, 17.09.2018 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 18002005533.

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

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Sanjay Tiku
(Chairman)
DIN: 00300566

Place: New Delhi
Dated: 20th August, 2018

EXPLANATORY STATEMENT

(Pursuant To Section 102(1) Of the Companies Act 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Items of the accompanying Notice:

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has appointed Mr. Yash Pal Sardana Cost Accountant (Membership No. 17996) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19 at the remuneration not exceeding Rs. 5 Lakhs per annum.
In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.
The Board recommends the passing of Resolution as set out at Item No. 4 of the Notice as an Ordinary resolution.

ITEM NO. 05:

The Members of the Company are hereby informed that the w.e.f 06th July, 2018 Mr. Rambabu Singh Tomar (DIN: 07715251) has appointed on the Board as an additional Independent director of the company pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the said Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

Accordingly, it is proposed to appoint Mr. Rambabu Singh Tomar (DIN: 07715251) as independent Directors under Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (five) consecutive years.

Your Company has received a notice along with the requisite deposit pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Rambabu Singh Tomar (DIN: 07715251) as a Independent Director of the Company. The Company has also received a declaration from Mr. Rambabu Singh Tomar (DIN: 07715251) confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

None of the Directors or the Key Managerial Personnel of the Company except Mr. Rambabu Singh Tomar (DIN: 07715251), including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no.5 of this notice for approval of the members of the Company.

ITEM NO. 06:

The Members of the Company are hereby informed that Mr. Mahesh Chand Agrawal (DIN: 07554315) was appointed as Additional Director (Non-Executive) on the Board of Directors with effect from February 13th, 2018 pursuant to provision of section 161(1) of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 and who shall liable to hold the office up to the date of the this Annual General Meeting of the Company.

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

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

The Board of the Directors considers that continuance of Mr. Mahesh Chand Agrawal as Non Executive Director on the Board will be beneficial to the Company and recommends the resolution set out under Item No. 6 for approval of the members.

Except Mr. Mahesh Chand Agrawal, none of the Directors or the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 06 of this notice for approval of the members of the Company.

ITEM NO. 07:

The Members of the Company are hereby informed that Mr. Bhawani Prasad Mishra (DIN: 07673547) was appointed as Additional Director (Executive) on the Board of Directors with effect from May 26th, 2018 pursuant to provision of section 161(1) of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 and who shall liable to hold the office up to the date of the this Annual General Meeting of the Company.

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

Your Company has received a notice along with the requisite deposit pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Bhawani Prasad Mishra (DIN: 07673547) as a Director of the Company.

The Board of the Directors considers that continuance of Mr. Bhawani Prasad Mishra (DIN: 07673547) as Executive Director on the Board will be beneficial to the Company and recommends the resolution set out under Item No. 7 for approval of the members.

Except Mr. Bhawani Prasad Mishra (DIN: 07673547) , none of the Directors or the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 07 of this notice for approval of the members of the Company.

ITEM NO. 08:

Based on the recommendation of Nomination & Remuneration Committee and subject to necessary approval by the Members in the General Meeting, the Board of Directors of the Company appointed Mr. Bhawani Prasad Mishra (DIN: 07673547) as Managing Director (MD) of the Company with effect from May 26,2018.

In terms of the Articles of Association of the Company and as decided by the Board of Directors of the Company, Mr. Bhawani Prasad Mishra (DIN: 07673547) shall not be subject to retirement by rotation during his tenure as MD. However, any remuneration / perquisites proposed to be paid to him in accordance with Section 197 read with Schedule V of the Companies Act, 2013 (the Act) shall be subject to the availability of profits in the Company and necessary approval of the Board and the Shareholders of the Company.

This Explanatory Statement be treated as a written memorandum under Section 190 of the Act of the Agreement entered into between the Company and the MD. Relevant documents relating to the appointment of Mr. Bhawani Prasad Mishra (DIN: 07673547) as MD are available for inspection by the members at the Registered Office of the Company up to and including the date of Annual General Meeting.

In compliance with the applicable provisions of the Act, a Special Resolution as per the terms set out in Item No. 8 of the accompanying Notice is being placed before the members in the Annual General Meeting for their approval.

The Board of Directors recommends the resolution for approval by members.

Except Mr. Bhawani Prasad Mishra (DIN: 07673547) , none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 8.

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Sanjay Tiku
(Chairman)
DIN: 00300566

Place : **New Delhi**
Dated : **20TH August, 2018**

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

Name of Director	Bhawani Prasad Mishra	Rambabu Singh Tomar	Mahesh Chand Agrawal
DIN (Directors Identification Number)	07673547	07715251	07554315
Date of Birth	21st November,1970	25th April, 1967	19th July, 1959
Age	47 Years	51 Year	59 Years
Experience	24 Year	28 Years	24Years
Qualification	B. Tech and MBA	Graduate	M.Com and MSW (Master of Social Work)
Expertise	Electrical, Operations and Maintenance	Vaste Experience in the Field of Accounts & Finance	Human Resource Development
Date of Appointment	26th May, 2018	July 06, 2018	February 13, 2018
No of Directorship in Listed entities	Nil	Nil	One
Relationship with other Directors, Managers and KMPs	No Relationship	No Relationship	No Relationship
Terms & Conditions of Appointment	Appointed as Executive Managing Director of the Company and not liable to retire by rotation	Appointed as Independent Director of the Company for a period of Five Year and not liable to retire by rotation	Appointed as Non-Executive Director of the Company and liable to retire by rotation
Remuneration last drawn	-	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil

ROUTE MAP TO THE VENUE OF 13TH AGM OF OCL IRON AND STEEL LIMITED

VILL. LAMLOI,

PO. GARVANA,

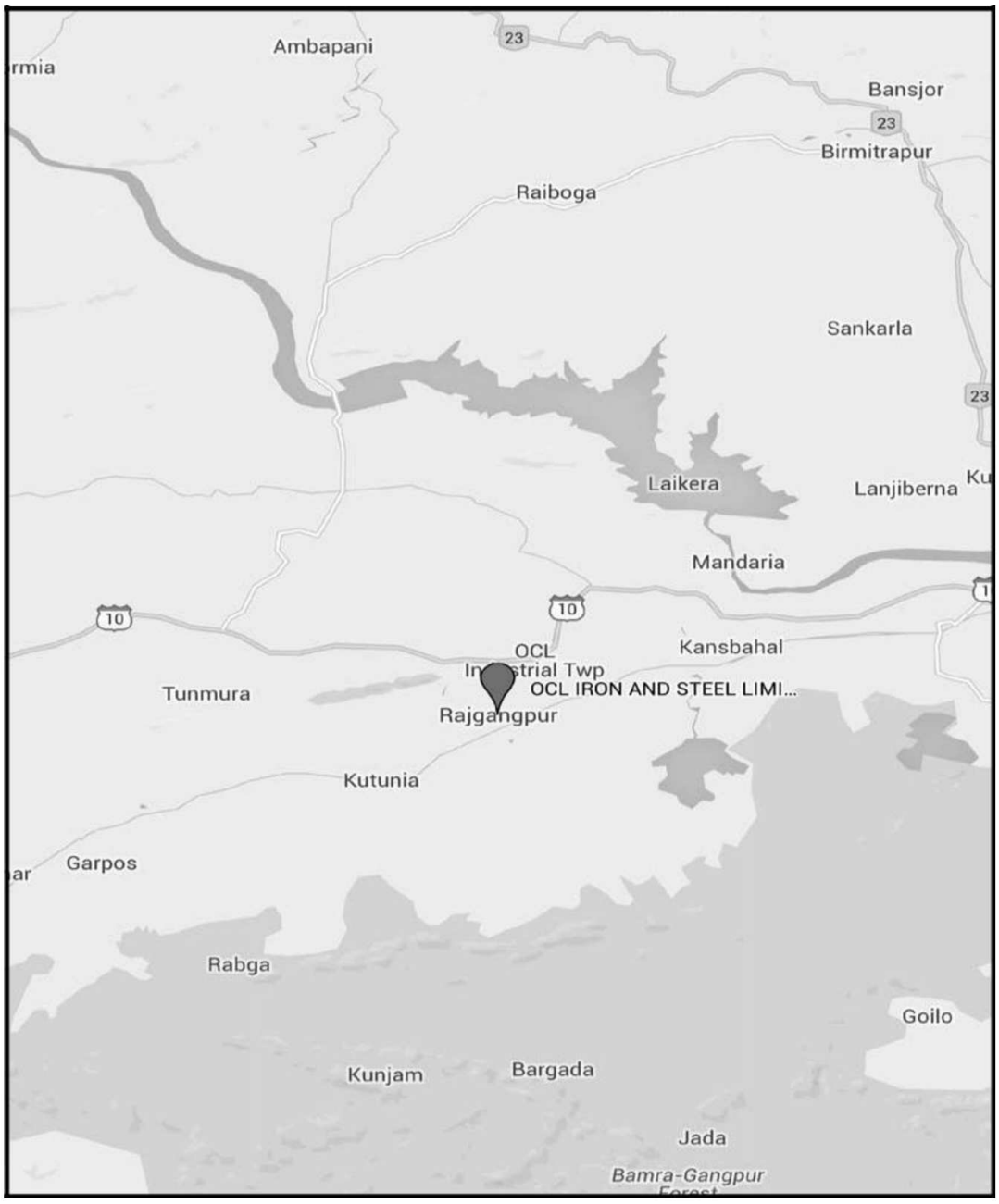
RAJGANGPUR,

ORISSA- 770017,

INDIA

OCL IRON AND

STEEL LIMITED



OCL IRON AND STEEL LIMITED

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

FORM MGT-11

PROXY FORM

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

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

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

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on the **Monday, the 24th September, 2018 at 10.00 A.M.** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Annual General Meeting Notice convening the meeting, as are indicated below:

Resolution No.	Description	Vote	
		FOR	AGAINST
1.	To receive, consider and adopt: a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of the Auditors thereon.		
2.	To appoint a Director in place of Mr. Mahesh Chand Agrawal (DIN: 07554315) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of Appointment of Statutory Auditors .		
4.	Ratification of remuneration payable to Mr. Yash Pal Sardana, Cost Accountants, Cost Auditors of the Company for the financial year 2018-19.		
5.	To Appoint Mr. Rambabu Singh Tomar (Din-07715251) as an Independent Director Of The Company		
6	Regularization Of Mr. Mahesh Chand Agrawal (Din: 07554315) as Director (Non-Executive) Of The Company		
7	To Appoint Mr. Bhawani Prasad Mishra (Din: 07673547) as A Director Of The Company		
8	To Appoint Mr. Bhawani Prasad Mishra as Managing Director of the Company		

Signed this ..... day of 2018

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

Revenue Stamp

Notes :

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

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

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 Annual General Meeting of the Company being held on Monday, the **24th day of September, 2018 at 10.00 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.**