

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER
CLAUSE 49 OF THE LISTING AGREEMENT**

NAME OF THE COMPANY: OCL IRON AND STEEL LIMITED

QUARTER ENDING ON: 31.12.2014

Particulars	Clause(s) of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	YES	
(B) Independent Directors	49(II B)	YES	
(C) Non-executive Directors' Compensation & disclosures	49(II C)	YES	
(D) Other provisions as to Board and Committees	49(II D)	YES	
(E) Code of Conduct	49(II E)	YES	
(F) Whistle Blower Policy	49(II F)	YES	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 III(D)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	YES	
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	YES	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	YES	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	
(C) Remuneration of Directors	49 (VIIIC)	N.A	Will be complied in the next Annual Report
(D) Management	49 (VIID)	YES	
(E) Shareholders	49 (VIIIE)	YES	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIIF)	N.A	
IX. CEO/CFO Certification	49 (IX)	N.A	Will be complied in the next Annual Report
X. Report on Corporate Governance	49 (X)	N.A	Will be complied in the next Annual Report
XI. Compliance	49 (XI)	N.A	Will be complied in the next Annual Report

FOR OCL IRON AND STEEL LIMITED

Sd/-
JYOTI MISHRA
COMPANY SECRETARY