

**OCL IRON & STEEL LTD.**

REGD. OFFICE & WORKS
Vill : Lamloi - P.O.-Garvana
Rajgangpur : 770 017
Distt.- Sundargarh-Orissa, INDIA
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CIN : L27102OR2006PLC008594

**CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE 10TH ANNUAL
GENERAL MEETING OF THE COMPANY**

The Tenth Annual General Meeting (AGM) of the Company was held on Wednesday, the 30th Day of September, 2015 at the Registered Office of the Company at Vill. Lamloi, P.O. Garvana, Rajgangpur-770017 (Distt. Sundargarh, Orissa) at 10:00 A.M.

The meeting was attended by the following:-

Mr. Yogesh Kapur.....Director and Chairman of Audit Committee and Stakeholder Relationship Committee and Member of Nomination and Remuneration Committee
Mr. Ajai Kumar Gupta.....Company Secretary

Members personally present.....36	Members voted at the AGM.....29
Members present by proxy.....2	Members voted through remote e-voting.....17

1. Mr. Yogesh Kapur, Chairman of the Meeting, took the chair.
2. The Chairman then asked the Company Secretary to ascertain the Quorum of the meeting. After ascertaining the requisite Quorum, the Chairman called the meeting in order.
3. The Notice Convening the Annual General Meeting together with Directors' Report was taken as read with the consent of the members. The Company Secretary then read out the Auditor's Report.
4. Thereafter, the following items of the agenda were taken up for voting.

ORDINARY BUSINESS

RESOLUTION NO. 1: To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015 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 31st March, 2015 and the Report of the Auditors thereon.

WORKS :

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Chopanki, Bhiwadi, District - Alwar
Rajasthan INDIA 301 019
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Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	17	46	17547	103619502	103637049	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 1 was passed with requisite majority.

RESOLUTION NO. 2: To appoint a Director in place of Mr. Vinod Kumar Uppal (DIN: 00897121) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	16	45	17547	103619102	103636649	99.9996%
Dissent	Nil	1	1	Nil	400	400	0.0004%
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 2 was passed with requisite majority.

RESOLUTION NO. 3: To re-appoint the Auditors and to fix their remuneration.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	16	45	17547	103619102	103636649	99.9996%
Dissent	Nil	1	1	Nil	400	400	0.0004%
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 3 was passed with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 4: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	16	45	17547	103619413	103636960	99.99991%
Dissent	Nil	1	1	Nil	89	89	0.00009%
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 4 was passed with requisite majority.

RESOLUTION NO. 5: To appoint Mr. Rajiv Kapur as a Director of the Company.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	16	45	17547	103619102	103636649	99.9996%
Dissent	Nil	1	1	Nil	400	400	0.0004%
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 5 was passed with requisite majority.

RESOLUTION NO. 6: To appoint Mr. Birendra Jee as a Director of the Company.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	17	46	17547	103619502	103637049	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 6 was passed with requisite majority.

RESOLUTION NO. 7: To appoint Mr. Birendra Jee as Managing Director of the Company.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	17	46	17547	103619502	103637049	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 7 was passed with requisite majority.

RESOLUTION NO. 8: To appoint Ms. Ankita Wadhawan as an Independent Director of the Company.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	16	45	17547	103619102	103636649	99.9996%
Dissent	Nil	1	1	Nil	400	400	0.0004%
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 8 was passed with requisite majority.

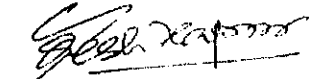
RESOLUTION NO. 9: To alter the Memorandum of Association of the Company.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	29	17	46	17547	103619502	103637049	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	29	17	46	17547	103619502	103637049	100%

Accordingly, the resolution no. 9 was passed with requisite majority.

10. There being no business to transact, the meeting concluded with a vote of thanks to the Chair.

For OCL IRON AND STEEL LIMITED



Chairman



SCRUTINIZER'S REPORT

To,
The Chairman,
OCL IRON AND STEEL LIMITED,
Vill. Lamloi, PO. Garvana,
Rajgangpur, Orissa-770017

Subject: Scrutinizer's Report on voting at AGM (remote e-voting and poll) pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Sachin Khurana**, Company Secretary in Whole time Practice, was appointed as a Scrutinizer by the Board of Directors of M/s OCL Iron And Steel Limited at its meeting held on September 3, 2015, for the purpose of:

- i) Scutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and
 - ii) Poll through ballot papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice of the AGM of the shareholders of the Company held on September 30, 2015 at the Registered Office of the Company.
1. The Company had appointed National Securities Depository Limited (NSDL) to provide the facility of remote e-voting with respect to voting by electronic means for the AGM.
 2. As per the said rules, the Company had mentioned in the Notice that the remote e-voting period will commence on Sunday, September 27, 2015 (9:00 a.m.) and will end on Tuesday, September 29, 2015 (5:00 p.m.).
 3. The shareholders holding shares as on "cut off" date i.e. September 23, 2015 were entitled to vote on the proposed resolutions.
 4. After the time fixed for closing of the poll by the Chaiman, ballot boxes kept for polling were locked in our presence.
 5. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.



6. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were duly unblocked and downloaded from the website of NSDL i.e. <https://www.evoting.nsdl.com/>.

Summary of the votes is given below:-

RESOLUTION NO.1: To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015 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 31st March, 2015 and the Report of the Auditors thereon.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	17	103619502	99.983
Poll	29	17547	0.017
TOTAL	46	103637049	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.2: To appoint a Director in place of Mr. Vinod Kumar Uppal (DIN: 00897121) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	16	103619102	99.9827
Poll	29	17547	0.0169
TOTAL	45	103636649	99.9996

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	1	400	0.0004
Poll	Nil	Nil	Nil



(iii) Invalid Votes:	
Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.3: To re-appoint the Auditors and to fix their remuneration.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	16	103619102	99.9827
Poll	29	17547	0.0169
TOTAL	45	103636649	99.9996

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	1	400	0.0004
Poll	Nil	Nil	Nil
TOTAL	1	400	0.0004

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.4: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	16	103619413	99.983
Poll	29	17547	0.016
TOTAL	45	103636960	99.99983

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	1	89	0.001
Poll	Nil	Nil	Nil
TOTAL	1	89	100



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(iii) Invalid Votes:	
Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.5: To appoint Mr. Rajiv Kapur as a Director of the Company.

(i) Votes in favour of the resolution:			
Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	16	103619102	99.9827
Poll	29	17547	0.0169
TOTAL	45	103636649	99.9996

(ii) Votes against the resolution:			
Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	1	400	0.0004
Poll	Nil	Nil	Nil
TOTAL	1	400	0.0004

(iii) Invalid Votes:	
Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.6: To appoint Mr. Birendra Jee as a Director of the Company.

(i) Votes in favour of the resolution:			
Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	17	103619502	99.983
Poll	29	17547	0.017
TOTAL	46	103637049	100

(ii) Votes against the resolution:			
Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



(iii) Invalid Votes:	
Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.7: To appoint Mr. Birendra Jee as Managing Director of the Company.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	17	103619502	99.983
Poll	29	17547	0.017
TOTAL	46	103637049	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.8: To appoint Ms. Ankita Wadhawan as an Independent Director of the Company.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	16	103619102	99.9827
Poll	29	17547	0.0169
TOTAL	45	103636649	99.9996

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	1	400	0.0004
Poll	Nil	Nil	Nil
TOTAL	1	400	0.0004



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(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.9: To alter the Memorandum of Association of the Company.

(i) Votes in favour of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	17	103619502	99.983
Poll	29	17547	0.017
TOTAL	46	103637049	100

(ii) Votes against the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

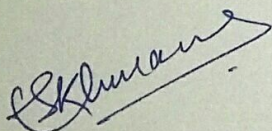
All the aforesaid resolutions were passed with requisite majority.

The register, all other papers and relevant records relating to Electronic voting & Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you

Yours faithfully,

For **S. Khurana & Associates**
Company Secretaries



Sachin Khurana
Proprietor

Membership No.: A35297

Place: New Delhi

Dated: October 1, 2015

