



OCL IRON AND STEEL LIMITED

13th ANNUAL REPORT
2017 - 2018



OCL IRON AND STEEL LIMITED

CIN: L27102OR2006PLC008594

THIRTEENTH ANNUAL REPORT - 2017-2018

Board of Directors

Mr. Sanjay Tiku	<i>Chairman and Independent Director</i>
Mr. Bhawani Prasad Mishra	<i>Managing Director</i>
Mr. Mahesh Chand Agrawal	<i>Non-Executive Director</i>
Mr. Ram Babu Singh Tomar	<i>Independent Director</i>

Chief Financial Officer

Mr. Kamdev Behera

Company Secretary & Compliance Officer

Ms. Khushboo Chugh

Auditors

M/s A.C. Gupta & Associates,
Chartered Accountants,
New Delhi

Secretarial Auditors

M/s Nitika & Associates
Company Secretaries

Bankers

State Bank of India
United Bank of India
Andhra Bank

Company's Website

www.oclsteel.in

Registrar & Share Transfer Agent

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

Registered Office and Unit 1:

Vill. Lamloi, P.O. Garvana,
Rajgangpur - 770017
Distt: Sundargarh, Orissa

Unit 2:

A-285, Chopanki Industrial Area,
Chopanki, Bhiwadi, District - Alwar,
Rajasthan - 301019

Unit 3:

Plot No. SP-256, Industrial Area,
Kaharani, (Bhiwadi Extn.)
Rajasthan - 301019

Unit 4:

Begumpur Khatola,
District - Gurgaon, Haryana

Unit 5:

Village Gopalpur,
P.O. Badaposi Tehsil & P.S. Keonjhar
Sadar, District - Keonjhar, Orissa

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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 hereby 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

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

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

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**

Place : New Delhi
Dated : 20.08.2018

Sanjay Tiku
(Chairman)
DIN: 00300566

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**.
13. 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.
14. 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**.
15. 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.

16. 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.
17. 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.
18. 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.
19. 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.
20. The Route Map to the AGM Venue is provided as a part of this Notice as required under Secretarial Standards.
21. 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.
22. 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**.
23. 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.

24. In case of any queries, members may write to ocliron@gmail.com to receive an email response.
25. Members are eligible to cast vote electronically only if they are holding shares as on **September 17, 2018**, being the cut-off date.
26. 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.
27. 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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)	<p>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.</p> <ul style="list-style-type: none"> ● 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**

Place : New Delhi
Dated : 20.08.2018

Sanjay Tiku
(Chairman)
DIN: 00300566

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. 5:

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. 6:

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. 7:

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. 8:

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**

**Place : New Delhi
Dated : 20.08.2018**

**Sanjay Tiku
(Chairman)
DIN: 00300566**

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 years	59 years
Experience	24 Years	28 years	24 years
Qualification	B. Tech and MBA	Graduate	M.Com and MSW (Master of Social Work)
Expertise	Electrical, Operation 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	Nil
Relationship with other Directors, Manager 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 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 ALIMITED**



DIRECTORS' REPORT

**TO,
THE MEMBERS
OCL IRON AND STEEL LIMITED**

our Directors are pleased to present the 13th Annual Report on the business and operations of your Company along with the standalone and consolidated financial statements for the financial year ended 31st March, 2018.

FINANCIAL RESULTS

The standalone and consolidated financial statements for the financial year ended March 31, 2018, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

Key highlights of financial performance of your Company for the financial year 2017-18 are provided below:

in Rupees lakhs except per equity share data

Particulars	Standalone		Consolidated	
	31 st March, 2018 (Year Ended)	31 st March, 2017 (Year Ended)	31 st March, 2018 (Year Ended)	31 st March, 2017 (Year Ended)
Revenue				
Revenue from Operations(Net of Taxes)	41446.19	27417.37	41446.19	27417.37
Other Income	457.26	316.13	503.09	395.17
Total Income from Operations	41903.45	27733.50	41949.28	27812.54
Expenses				
a) Cost of material consumed	40739.27	22827.52	40739.27	22827.52
b) Changes in inventories of finished goods, work in progress and stock in trade	(1017.00)	1135.94	(1017.00)	1135.94
c) Employee Benefit Expenses	2176.24	2162.42	2225.20	2331.08
d) Finance Cost	15711.03	13117.81	16750.24	13991.70
e) Depreciation & Amortization Expense	9071.52	9504.57	9827.81	10261.73
f) Other Expenses	7632.53	7518.60	7793.48	8371.19
Total Expenses	74313.59	56266.86	76319.00	58919.16
Profit/(Loss) from before exceptional items and tax	(32410.14)	(28533.36)	(34369.72)	(31106.62)
Exceptional Items	-	-	-	(1782.71)
Profit/(Loss) before tax	(32410.14)	(28533.36)	(34369.72)	(32889.33)
Tax Expenses	(6924.95)	(10576.03)	(7036.31)	(12123.32)
Net Profit/(Loss) from ordinary activities after tax	(25485.19)	(17957.33)	(27333.41)	(20766.01)
Other Comprehensive Income(net of tax)	29.10	22.20	31.87	24.89
Total Comprehensive Income(after tax)	(25456.09)	(17935.13)	(27301.54)	(20741.12)
Income attributable to the consolidated group	(25456.09)	(17935.13)	(27301.54)	(20741.12)
a) To Equity holders	(25456.09)	(17935.13)	(27296.91)	(20734.06)
b) To non controlling interest	-	-	(4.63)	(7.06)
Paid up equity share capital (Face Value of Re. 1 each)	1341.43	1341.43	1341.43	1341.43
Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	(15145.03)	10313.97	(27853.32)	(548.87)
Earning per Share(not annualised)				
a) Basic	(19.00)	(13.39)	(20.37)	(15.48)
b) Diluted	(19.00)	(13.39)	(20.37)	(15.48)

PERFORMANCE REVIEW

➤ STANDALONE

During the year under review, the Company earned revenue from operations amounting to Rs. 41,446.19 lakhs as compared to Rs. 27,417.37 lakhs in the previous year. Loss after Tax stood at Rs. 25,485.19 lakhs as against Loss after Tax of Rs. 17,957.33 lakhs in the previous year.

➤ CONSOLIDATED

During the year under review, the Company earned revenue from operations amounting to Rs. 41,446.19 lakhs as compared to Rs. 27,417.37 lakhs in the previous year. Loss after Tax stood at Rs. 25,485.19 lakhs as against Loss after Tax of Rs. 17,957.33 lakhs in the previous year.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with Section 129 of the Companies Act 2013, Consolidated Financial Statements are attached and form part of the Annual Report and the same shall be laid before the ensuing Annual General Meeting along with the Financial Statements of the Company.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report

DIVIDEND

In view of losses incurred during the year under review the Board of Directors has not recommended any dividend for the financial year ended 31.03.2018.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

As per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all the shares in respect to which dividend has remained unclaimed/unpaid for a period of seven consecutive year or more are required to transfer in the name of IEPF, but the company is not required to be transferred any amount to the IEPF established by the Central Government ***as the company has not declared any dividend for any financial year.***

SHARE CAPITAL

During the year under review, there is no change in the Authorized share capital and Paid up share capital of the Company.

STATE OF COMPANY'S AFFAIRS

The state of affairs of the Company is presented as part of the Management Discussion and Analysis (MDA) Report forming part of the Annual Report.

There has been no change in the business of the Company during the financial year ended 31st March, 2018.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with Regulations 17 to 27 read with schedule V of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The report on Corporate Governance, the Report on Management Discussion and Analysis and the requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance are provided in a separate section which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable Accounting Standards have been followed and there are no material departures from the same;

- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2018 and of the profit/ loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the Annual Accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SUBSIDIARIES AND ASSOCIATES

In accordance with proviso to sub-section (3) of Section 129 of the Companies Act 2013, a statement containing salient features of the financial statements of the Company's subsidiaries and associate and the report on their performance and financial position in Form AOC-1 is annexed as Annexure-I forming part of the Annual Report, which covers the financial position of subsidiaries and Associate Company.

In accordance with third proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing therein its audited standalone and the consolidated financial statements has been placed on the website of the Company. (URL: <http://www.oclsteel.in/investors.php>)

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board has following Changes under review period:

S.NO.	NAME OF DIRECTOR	Designation	APPOINTMENT	RESIGNATION
1	Ms. Ankita Wadhawan	Director	-	05/09/2017
2	Ms. Anuradha Kapur	Director	05/09/2017	27/11/2017
3	Mr. Yogesh Kapur	Director	-	27/11/2017
4	Mr.Vinod Kumar Uppal	Director	-	31/12/2017
5	Mr. Birendrajee	Managing Director	-	26/05/2018
6	Ms. Khushboo Chugh	Company Secretary	02/08/2017	17/07/2018
7	Mr. Raj Kumar Ralhan	Chief Financial Officer	19/08/2017	13/02/2018
8	Mr. Mahesh Chand Agrawal	Director	13/02/2018	-
9	Mr.Bhawani Prasad Mishra	Managing Director	26/05/2018	-
10	Mr. Ram Babu Singh Tomar	Director	06/07/2018	-
11	Mr. Kamdev Behera	Chief Financial Officer	26/05/2018	-

The Board appreciates efforts and contribution towards the growth of the Company during the tenure of the Directors who had resigned during the reviewed period.

Re-appointments

Mr. Mahesh Chand Agrawal (DIN: 07554315) Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors recommends his appointment.

The brief disclosure of **Mr. Mahesh Chand Agrawal (DIN: 07554315)** as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act 2013, forms part of the notice convening Annual General Meeting.

During the review period, Key Managerial Personnel (KMPs) of the Company as per Section 2(51) and section 203 of the Companies Act, 2013 are as follows:

1. Mr. Bhawani Prasad Mishra	Managing Director
2. Mr. Kamdev Behera	Chief Financial Officer
3. Ms. Khushboo Chugh	Company Secretary

*Ms. Khushboo Chugh resigned from the post of Company Secretary w e f 17th July, 2018.

INDEPENDENT DIRECTORS DECLARATION

The Company has received the necessary declaration from each Independent Director in accordance with Section 149 (7) of the Companies Act, 2013, that he/she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

BOARD MEETINGS

The Board met 4 (Four) times during the year, the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

BOARD EVALUATION

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The Board evaluated the effectiveness of its functioning and that of the committees and of individual Directors by seeking their inputs on various aspects of Board/Committee governance such as the Board composition and structure, effectiveness of board processes, active participation and contribution of directors in the Board/Committee meetings and the fulfilment of Directors obligation and their fiduciary responsibilities.

Further, the Independent Directors at their meeting, reviewed the performance of the Board, Chairman of the Board and of Non Executive Directors. The meeting also reviewed the co-ordination between the Company management and the Board which is required for the Board to effectively and reasonably perform their duties.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the internal audit function reports to the Chairman of the Audit Committee and all significant audit observations and corrective actions are presented to the Committee.

STATUTORY AUDITORS AND AUDITORS REPORT

Pursuant to provisions of Section 139 of the Companies Act, 2013 and rules framed there under, the statutory auditors of the Company M/s A.C. Gupta & Associates, Chartered Accountants, (Firm Regd. No: 008079N) was appointed from the conclusion of 10th Annual General Meeting (AGM) held on 30th September, 2015 until the conclusion of 15th Annual General Meeting of the Company and such remuneration as may be fixed by the Board.

M/s A.C. Gupta & Associates, Chartered Accountants, (Firm Regd. No: 008079N) have furnished a certificate of their eligibility under Section 139 and 141 of the Companies Act, 2013 and the Rules framed thereunder for the appointment as Auditors of the Company. Also as required under Regulation 33(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Company has received a consent letter from the statutory auditors for their ratification till 15th Annual General Meeting of the Company pursuant to provision 139 of the Companies Act, 2013 as amended from time to time.

However, for the Financial Year ended March 31, 2018, the auditors M/s A.C. Gupta & Associates, Chartered Accountants, (Firm Regd. No: 008079N), had not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3) of the Act.

Further, the Auditor's Report attached hereto for Financial Year ended March 31, 2018 does not have any qualifications and adverse remarks and the notes on Financial Statements referred to in the Auditors' Report are self-explanatory and, therefore, do not call for further clarification.

DETAIL OF FRAUD AS PER AUDITORS REPORT

There is no fraud in the Company during the financial statements ended 31st March, 2018, this is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the financial statements ended 31st March, 2018.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **M/s Nitika & Associates, Company Secretaries**, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR 3 for the Financial Year ended March 31, 2018 is annexed as **Annexure II** to the Report. There are no qualifications, reservations or adverse remarks by Secretarial Auditor in their report.

COST AUDITORS

As per Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. In this connection, the Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of **Mr. Yash Pal Sardana (Membership No. 17996)**, a Practicing Cost Accountant as the Cost Auditor of the Company for the year ending 31 March, 2019. The remuneration of the cost auditor is subject to ratification by the members of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Disclosure on particulars relating to loans, guarantees or investments under section 186 of the Companies Act, 2013 have been provided as part of the financial statements.

TRANSACTIONS WITH RELATED PARTIES

In accordance with Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 are attached as **Annexure III** to this Report.

EXTRACT OF ANNUAL RETURN

In terms of Section 134(3) (a) of the Companies Act, 2013 read with Rule 12(1) of Companies (Management & Administration) Rules, 2014, the extract of Annual Return of the Company in Form MGT-9 is attached as Annexure IV to this Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are attached as Annexure V to this Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

A detailed review of operations, performance and future outlook of the Company is given separately, under head "Management Discussion and Analysis Report" & forms part of this report.

DISCLOSURE REQUIREMENTS

Details of the Familiarization Programme of the independent directors are available on the website of the Company (<http://www.oclsteel.in/investors.php>). Policy on dealing related party transactions is available on the website of the Company (<http://www.oclsteel.in/investors.php>).

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and as per SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (URL <http://www.oclsteel.in/investors.php>)

COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

The details of the membership and attendance at the meetings of the above Committees of the board are provided in the Corporate Governance section of the annual report.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

Pursuant to Section 134(3) & 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed a policy for selection and appointment of Directors and senior management personnel, which inter alia includes the criteria for determining qualifications, positive attributes and independence of a Director(s)/Key managerial personnel and their remuneration. Details of the policy on appointment and remuneration are available on the website of the Company (URL: <http://www.oclsteel.in/investors.php>)

CORPORATE SOCIAL RESPONSIBILITY

A brief outline of the Corporate Social Responsibility Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure VI of this report as per the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The composition of CSR committee and other related details are provided in the Corporate Governance section, forming part of this Report. The policy is available on the website of the Company. (URL: <http://www.oclsteel.in/investors.php>)

AUDIT COMMITTEE

The Audit Committee was re-constituted by the Board of Directors . The Composition of Audit Committee as on date is as follows:

NAME OF MEMBERS	DESIGNATION
Mr. Sanjay Tiku	Chairman
Mr. Mahesh Chand Agrawal	Member
Mr. Bhawani Prasad Mishra	Member

Further Mr. Yogesh Kapur & Mr Vinod Kumar Uppal Member of Audit Committee resigned From the Directorship of the Company w.e.f 27/11/2017 & 31/12/2017 . The Company Secretary of the Company is the secretary of the Committee. The Board of Directors has accepted all the recommendations of the Audit Committee.

VIGIL MECHANISM

The Company has in place a vigil mechanism in the form of Whistle Blower Policy. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raise serious concerns within the organization rather than overlooking a problem or handling it externally.

The Company is committed to the highest possible standard of openness, probity and accountability. It contains safeguards to protect any person who uses the Vigil Mechanism by raising any concern in good faith. The Company protects the identity of the whistle blower if the whistle blower so desires, however the whistle blower needs to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process.

If circumstances so require, the employee can make a complaint directly to the Chairman of the Audit Committee. The Company also provides a platform to its employees for having direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Company Secretary is the Compliance Officer of the Vigil Mechanism Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

RISK MANAGEMENT

The Company has developed and implemented a Risk Management Policy. The details of elements of risk and mitigation measures are provided in the Management Discussion and Analysis section of the Annual Report.

ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2017-18, no complaints were received by the committee

PARTICULARS OF EMPLOYEES

- (a) The ratio of remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Board's report **Annexure - VII**.
- (b) The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is NIL.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from public, members or employees under the Companies Act, 2013 and as such, no amount of principal or interest on public deposits was outstanding as on the date of balance sheet.

SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DEMATERIALIZATION AND LISTING

The equity shares of the Company are admitted to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March 2018, 130442333 Equity Shares representing 97.24% of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE 196J01019.

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and are actively traded.

RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directive of the Securities & Exchange Board of India, M/s S. Khurana & Associates, Company Secretaries, New Delhi, undertook the Reconciliation of Share Capital Audit on a quarterly basis. The purpose of the audit is to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with respect to admitted, issued and paid up capital of the Company.

The reconciliation of Share Capital Audit Report as submitted by M/s S. Khurana & Associates, Company Secretaries, New Delhi, on quarterly basis was forwarded to the BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

INDUSTRIAL RELATIONS

During the year under review, the relations between the Management and the workmen were highly cordial. Human resources initiatives such as skill up gradation, training, appropriate reward & recognition systems and productivity improvement were the key focus areas for development of the employees of the Company.

INVESTOR RELATIONS

Your Company always endeavours to promptly respond to members' requests/grievances. Each and every issue raised by the members is taken up with utmost priority and every effort is made to resolve the same at the earliest. The Stakeholders Relationship Committee of the Board periodically reviews the status of the redressed of investors' grievances.

GOODS AND SERVICE TAX (GST)

GST is an Indirect Tax which has replaced many Indirect Taxes in India. The Goods and Service Tax Act was passed in the Parliament on 29th March 2017. Goods and Service Tax (GST) came into effect from July 01, 2017 through the implementation of one Hundred and first amendment of the Constitution of India. The tax replaced existing multiple cascading taxes levied by the Central and State Government. As GST is one indirect tax for the entire country.

Your company has successfully implemented and migrated to GST followed by the changes across various departments/operation of the Company.

ACKNOWLEDGEMENT

Your Directors wish to place on record the sincere and dedicated efforts of all the employee of the Company. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and other Government Agencies, valued customers, investors and all the stakeholders for their continued support, co-operation and assistance.

**BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED**

**Place : New Delhi
Dated : 20.08.2018**

**Sanjay Tiku
(Chairman)
DIN: 00300566**

Annexure I**Form AOC - I**

(Pursuant to first proviso to sub-section(3) of section 129 read with rule 5 of Companies(Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies**Part "A": Subsidiaries****Rs. In Lakhs**

Sr. No	Name of Subsidiary Company	Reporting Period	Reporting Currency	Share Capital	Other Equity	Total Asset	Total Liabilities	Investment	Turnover	Profit before Tax	Provision for Tax	Profit after Tax	Proposed Dividend	% of Share-holding
1.	Oriental Iron Casting Ltd	31.03.2018	INR	1990.00	5099.1	35454.24	28365.24	1.60	NIL	(1,958.94)	(111.36)	(1847.58)	NIL	99.75
2.	Aron Auto Limited	31.03.2018	INR	5.00	(4.57)	534.04	534.04	NIL	NIL	(0.34)	NIL	(0.34)	NIL	100.00
3	Krisum Mines & Minerals Private Limited (formerly known as Krisum Auto Components Private Limited)	31.03.2018	INR	1.00	(0.87)	19.97	19.84	NIL	NIL	(0.30)	NIL	(0.30)	NIL	100.00
4.	OISL Auto Limited	31.03.2018	INR	5.00	NIL	5.33	0.33	NIL	NIL	NIL	NIL	NIL	NIL	99.99

- Names of subsidiaries yet to commence operations-
 - OISL Auto Limited
- Names of Subsidiaries which have been liquidated or sold during the year: NIL

As per our report of even date attached.**For and on Behalf of Board**

FOR A.C GUPTA & ASSOCIATES
Chartered Accountants.
Firm Regd. No. 008079N

A.C Gupta
Partner
Membership No.: 8565

Place : New Delhi
Date : 30th May, 2018

Bhawani Prasad Mishra
 Managing Director

Kamadev Behera
 Chief Financial Officer

Sanjay Tiku
 Director

Khushboo Chugh
 Company Secretary

Additional Information as required under Schedule III to the Companies Act, 2013, of enterprises Consolidated as Subsidiary

Name of the entity	Net Assets, i.e., total assets minus total liabilities			Share in profit or loss		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	Reporting Currency	As % of Consolidated net assets	Amount (Rs. in Lakhs)	As % of Consolidated profit or loss	Amount (Rs. in Lakhs)	As % of Consolidated net assets	Amount (Rs. in Lakhs)	As % of Consolidated profit or loss	Amount (Rs. in Lakhs)
	1	2	3	4	5	6	7	8	9
Parent									
OCL Iron & Steel Limited	INR	52.07%	(13,803.60)	93.25%	(25,485.19)	91.93%	28.10	93.26%	(25,456.09)
Subsidiaries									
Indian									
1 Oriental Iron Casting Limited (consolidated)	INR	(26.74%)	7,089.10	6.76%	(1,847.58)	8.69%	2.77	6.76%	(1,844.81)
2 Aron Auto Limited	INR	0.00%	0.43	0.00%	(0.34)	0.00%	-	0.00%	(0.34)
3 Krisum Mines & Minerals Private Limited (formerly known as Krisum Auto Components Pvt. Ltd.)	INR	0.00%	0.13	0.00%	(0.30)	0.00%	-	0.00%	(0.30)
4. OISL Auto Limited	INR	0.02%	5.00	0.00%	-	0.00%	-	0.00%	0.00
Adjustment due to Consolidation		78.81%	(19,833.85)	-	-	-	-	-	-
Minority Interests in all subsidiaries		(0.12%)	30.90	(0.02%)	4.63	0.00%	-	(0.02%)	4.63
Total		100.00%	26,511.89	100.00%	(27,328.78)	1000.00%	31.87	100.00%	(27,296.91)

For and on Behalf of Board

FOR A.C GUPTA & ASSOCIATESChartered Accountants.
Firm Regd. No. 008079NA.C Gupta
Partner
Membership No.: 8565Bhawani Prasad Mishra
Managing DirectorSanjay Tiku
DirectorPlace : New Delhi
Date : 30th May, 2018Kamadev Behera
Chief Financial OfficerKhushboo Chugh
Company Secretary

Annexure II

FORM NO. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To.

**The Members,
OCL Iron and Steel Limited
Vill. Lamloi, P.O Garvana,
Rajgangpur -770017
Distt. Sundargarh, Orissa**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OCL Iron and Steel Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of OCL Iron and Steel Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2018 generally complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by OCL Iron and Steel Limited for the financial year ended on 31 March, 2018 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made hereunder;
- ii) The Securities Contract (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India(Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;

- g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

I further report that having regard to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- i) The Factories Act, 1948;
- ii) The Petroleum Act, 1934 and the rules made there under;
- iii) The Environment Protection Act, 1986 and the rules made there under;
- iv) The Water (Prevention and Control of Pollution) Act, 1974 and the rules made there under; and
- v) The Air (Prevention and Control of Pollution) Act, 1981 and the rules made there under

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India limited read with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Nitika & Associates
Company Secretaries**

Place : New Delhi
Date : 30.04.2018

Nitika
Membership No.: A31447
CP No.: 11734

Note: This report is to be read along with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Annexure A

To,

**The Members,
OCL IRON AND STEEL LIMITED
Vill. Lamloi, P.O Garvana,
Rajgangpur -770017
Distt. Sundargarh, Orissa**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Wherever required we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Nitika & Associates
Company Secretaries**

**Place : New Delhi
Date : 30.04.2018**

**Nitika
Membership No.: A31447
CP No.: 11734**

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

1. Details of contracts or arrangements or transactions not at arm's length basis – **NIL**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in the General Meeting as required under the first proviso to Section 188

2. Details of material contracts or arrangements or transactions at arm's length basis: **NIL**
 - (a) Name(s) of the related party and nature of relationship:
 - (b) Nature of contracts/arrangements/transactions:
 - (c) Duration of the contracts/arrangements/transactions:
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

**BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED**

**Place : New Delhi
Dated : 20.08.2018**

**Sanjay Tiku
(Chairman)
DIN: 00300566**

Annexure IV

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
(As on the financial year ended on 31.03.2018)
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- (i) Corporate Identification Number : L27102OR2006PLC008594
(ii) Registration Date : February 20, 2006
(iii) Name of the Company : OCL Iron and Steel Limited
(iv) Category / Sub-Category of the Company : Public Company
(v) Address of the registered office and contact details : Vill. Lamloi, PO. Garvana
Rajgangpur – 770017, Orissa
Contact: +91 66 24222562
(vi) Whether listed company Yes / No : Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: : CB Management Services Private Limited
P-22, Bondel Road, Kolkata– 700019
Contact: +91 33 22806692
E-mail: rta@cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No.	Name and Description of main products/service	NIC Code of the Product/services	% to total turnover of the company
1.	Iron and Steel	241	88%
2.	Other Components	293	12%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Garima Buildprop Private Limited	U70109DL2006PTC151070	Holding	68.39	2(46)
2.	Aron Auto Limited	U34300DL2010PLC210811	Subsidiary	100	2(87)
3.	Oriental Iron Casting Limited	U27100DL2010PLC210771	Subsidiary	99.75	2(87)
4.	Krisum Mines & Minerals Private Limited	U10100OR2014PTC017802	Subsidiary	100	2(87)
5.	OISL Auto Limited	U34102RJ2015PLC047685	Subsidiary	99.99	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt. of State Govt	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	91737232	0	91737232	68.39	91737232	0	91737232	68.39	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	91737232	0	91737232	68.39	91737232	0	91737232	68.39	0
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub-total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1) + (A) (2)	91737232	0	91737232	68.39	91737232	0	91737232	68.39	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	3000	3000	0	0	3000	3000	0.	0
b) Banks/FI	86067	103935	190002	0.14	86067	103935	190002	0.14	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	1077914	900	1078814	0.80	0	900	900	0	(0.80)
h) Foreign Portfolio Investors	0	0	0	0	1077914	900	1078814	0.81	0.81
i) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
j) Any Others Foreign Bodies Corporate Foreign Fin. Institution/ Banks(specify)	0	54000	54000	0.04	0	54000	54000	0.04	0
Sub-total (B)(1):-	1163981	161835	1325816	0.99	83565	161835	245400	0.18	(0.81)

2. Non Institutions									
a) Bodies Corp.	9372746	45072	9417818	7.02	5908562	44652	5953214	4.44	(2.58)
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 Lakhs	20564912	3355515	23920427	17.83	24134532	3203325	27337857	20.38	2.55
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakhs	6104441	236190	6340631	4.73	7187613	236190	7423808	5.53	0.80
c) Others (specify)									
(i) Trust	0	0	0	0	0	0	0	0	0
(ii) NRI	1183824	40305	1224129	0.91	1217286	40305	1257591	0.94	0.03
iii) Foreign National	36720	14520	51240	0.04	36720	14520	51240	0.04	0
iv) Clearing Member	125867	0	125867	0.09	136823	0	136823	0.10	0.01
(v) Hindu Undivided Families (HUF)	0	0	0	0	0	0	0	0	0
(vi) Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Sub Total (B)(2):	37388510	3691602	41080112	30.62	38621536	3538992	42160528	31.43	0.81
Total Public shareholding (B) = (B)(1)+(B)(2)	38552491	3853437	42405928	31.61	38705101	3700827	42405928	31.61	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	130289723	3853437	134143160	100	130442333	3700827	134143160	100	0

(ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the End of the year			% of change in share Holding During the year
		No. of shares	% of total Shares of the Company	% of Shares Pledged/ encumbered of total shares	No. of shares	% of total Shares of the Company	% of Shares Pledged/ encumbered of total shares	
1.	Garima Buildprop Pvt. Ltd.	91737232	68.39	30	91737232	68.39	68.39	0

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company	No. of share	% of total Shares of the Company
1	At the Beginning of the year (i.e. April 1, 2017)	91737232	68.39	91737232	68.39
2	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (i.e. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
	Sale of Shares in Open Market During the Year 2016-17	-	-	-	-
3	At the end of the year (i.e. March 31, 2018)	91737232	68.39	91737232	68.39

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Top 10 Shareholders in the beginning of the year			Top 10 Shareholders at the end of the year		
	Name of Shareholders	No. of Shares	%	Name of Shareholders	No. of Shares	%
1	Aditya Vikram Agarwalla	1268115	0.95	Aditya Vikram Agarwalla	1268115	0.95
2	Gurminder Pal Singh Arneja	1125814	0.84	Prominent Compusoft(P) LTD	1005850	0.75
3	Integrated Master Securities (P) LTD	1090409	0.81	Sammy Dreamland Co. Pvt. Ltd.	82808	0.06
4	Bridge India Fund	1077914	0.8	Sumpoorna Portfolio Limited	613145	0.46
5	Prominent Compusoft(P) LTD	1005850	0.75	Ras Behari Trading Pvt Ltd.	630000	0.47
6	Sammy Dreamland Co. Pvt. Ltd.	1365339	1.02	Arwinder Kaur	778460	0.58
7	Sumpoorna Portfolio Limited	773331	0.58	Krishan Kant Arora	601467	0.45
8	Ras Behari Trading Pvt Ltd.	630000	0.47	Amiya Ranjan Hati	444569	0.33
9	Amiya Ranjan Hati	161887	0.12	Kanwaljeet Singh	367354	0.27
10	Krishan Kant Arora	438457	0.33	Sanjay Gupta	358146	0.27

v) Shareholding of Directors and Key Managerial Personnel:

S.No.	For Each of the Directors and KMP	Shareholding at the beginning of the year year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
		Directors and Key Managerial Personnel do not hold any shares in the Company			

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lakhs)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,12,575.48	12,298.52	-	1,26,418.32
ii) Interest due but not paid	12,229.47	-	-	12,229.47
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,24,804.95	13,842.84	-	1,38,647.79
Change in Indebtedness during the financial year				
Addition (Net)	13,004.67	-	-	14,777.69
Reduction	1,967.56	-	-	1,967.56
Exchange Fluctuation	143.85			143.85
Net Change	11,180.96	1,773.02	-	12,953.98
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	1,11,372.28	15,615.86		1,26,988.14
ii) Interest due but not paid	24,613.63	-	-	24,613.63
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,35,985.91	15,615.86		1,51,601.77

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors/or Manager****(Rs. in Lakhs)**

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Bhawani Prasad Mishra (Managing Director)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

Mr. Birendrajee has resigned from the post of Managing Director w.e.f. 26th May, 2018 and subsequently Mr. Bhawani Prasad Mishra was appointed as Managing Director of the Company w.e.f. 26th May, 2018.

B. Remuneration to other directors:**(Rs. in Lakhs)**

S.No.	Particulars of Remuneration		Total Amount
1.	Independent Directors Fee for attending board / committee meetings Commission Others, please specify	NIL — —	NIL — —
	Total (1)	NIL	NIL
2.	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify	— — —	— — —
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	—	—
	Overall Ceiling as per the Act	NA	NA

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Raj Kumar Ralhan# (CFO)	Mr. Kamadev Behera## (CFO)	Ms. Khushboo Chugh** (Company Secretary)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	2.45	25.51	2.25	30.94
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
TOTAL		2.45	25.51	2.25	30.94

**Ms. Khushboo Chugh resigned from the office of Company Secretary w.e.f July 17, 2018

Mr. Raj Kumar Ralhan resigned from the Office of CFO w.e.f 13th February, 2018

Mr. Kamadev Behera was Appointed as a Chief Financial Officer of the Company w.e.f 26th May, 2018.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

**BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED**

**Place : New Delhi
Dated : 20.08.2018**

**Sanjay Tiku
(Chairman)
DIN: 00300566**

INFORMATION PURSUANT TO SECTION 134(3)(M) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018:

A. CONSERVATION OF ENERGY

DRI:

i. Steps taken for Conservation of Energy

The following measures are continued to be taken for conservation of energy:

1. Company is conducting regular energy audit to assess the energy losses.
2. LT Capacitors are fixed at washery to reduce energy losses.
3. VFDs have been installed for higher capacity motors in Coal Washery.

ii. Steps taken for utilizing alternate sources of energy

The Company does not have any alternate sources of energy.

iii. Capital Investment on Energy Conservation Equipments

Installation of Variable speed drives for ID fan of ESP 1 & 2.

SMS:

i. Steps taken for Conservation of Energy

The following measures are continued to be taken for conservation of energy:

1. Power factor is being maintained close to unity.
2. Pressure setting of compressor has been reduced as per usage.
3. Optimized the operating voltage of transformers by changing the tap position.

ii. Steps taken for utilizing alternate sources of energy

The Company does not have any alternate sources of energy.

iii. Capital Investment on Energy Conservation Equipments

Lighting energy savers are to be installed to optimize the voltage of lighting feeders.

CPP:

i. Steps taken for Conservation of Energy

The following measures are continued to be taken for conservation of energy:

1. Energy efficient light sets are being installed around the plant side.
2. New high efficiency motor for boiler feed pump is being operated through VFD.
3. Flue gas analyzer in boiler inlet and VFD for ABC fan is being installed to increase the steam generation capacity.

ii. Steps taken for utilizing alternate sources of energy

The Company does not have any alternate sources of energy.

iii. Capital Investment on Energy Conservation Equipments

Lighting energy savers are to be installed to optimize the voltage of lighting feeders.

CPP:**i. Steps taken for Conservation of Energy**

The following measures are continued to be taken for conservation of energy:

1. Energy efficient light sets are being installed around the plant side.
2. New high efficiency motor for boiler feed pump is being operated through VFD.
3. Flue gas analyzer in boiler inlet and VFD for ABC fan is being installed to increase the steam generation capacity.

ii. Steps taken for utilizing alternate sources of energy

The Company does not have any alternate sources of energy.

iii. Capital Investment on Energy Conservation Equipments

1. Company has a proposal to use only energy efficient equipments certified by BEE.
2. AFBC ID fan suction damper to be removed from position to avoid pressure drop and energy loss.

B. TECHNOLOGY ABSORPTION

- | | | |
|------|--|--------------------------------|
| i. | Efforts, in brief, made towards technology absorption, adaptation and innovation | Process Parameter Optimization |
| ii. | Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc. | Overall Plant Economy |
| iii. | In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), | NIL |

C. EXPENDITURE INCURRED ON RESEARCH AND DEVEL: NIL**D. FOREIGN EXCHANGE EARNINGS AND OUTGO:****(Rs. In Lakhs)**

Particulars	Current Year	Previous Year
Foreign Exchange Outgo	12.90	512.00
Foreign Exchange Earned	NIL	NIL

**BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED**

**Place : New Delhi
Dated : 20.08.2018**

**Sanjay Tiku
(Chairman)
DIN: 00300566**

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**1. A brief outline of the Company's CSR Policy:**

OCL Iron and Steel Limited (OISL) strongly believes that an organization should make decisions based not only on financial factors, but also on the social and environmental consequences and an effective growth policy must also take into account the fulfilment of the basic needs of the masses, especially of those living in rural areas. Thus OISL endeavours to improve the quality of life of communities living in the areas it operates. To achieve this, OISL deploys its resources to the extent it can reasonably afford, inter alia to improve the rural development projects, education, health, water, sanitation and environment in the area it operates. It entails having business policies that are ethical, equitable, environmentally conscious, gender sensitive, and sensitive towards the differently abled.

The CSR policy of the Company includes overview of projects or programs undertaken / proposed to be undertaken. The web-link to the CSR policy and projects or programs is: <http://www.oclsteel.in/csr.php>

2. The Composition of CSR Committee is as follows:

The Committee of the Directors titled 'Corporate Social Responsibility Committee' was re-constituted by the Board of Directors with the following members:

Name of Members	Position
Mr. Sanjay Tiku	Chairman
Mr. Mahesh Chand Agrawal	Member
Mr. Bhawani Prasad Mishra	Member

3. Average net profit of the Company for the last three financial years:

Financial Year	Net Profit (in Lakhs)
2014-15	(5619.84)
2015-16	(14568.30)
2016-17	(17,957.33)
Total	(38,145.47)
Average Net Profit	(12,715.16)

4. Prescribed CSR Expenditure: 2% of Average Net Profit = Not Applicable

5. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: Nil
- Amount unspent: NIL

c) *Manner in which the amount spent during the financial year is detailed below:

(Rs. in Lakhs)

S. No.	CSR Project or Activity Identified	Sector in which the Project is covered	Projects or Programmes 1. Local area or other 2. Specify the State and District where Projects or Programs were undertaken	Amount outlay (budge) project or program wise	Amount spent on the project and programs Sub-heads: 1. Direct expenditure on projects or programs 2. Overheads	Cumulative Expenditure upto the reporting period	Amount Spent: Direct or through implementing agency**
1.	Combating HIV, AIDS, Malaria and Other Diseases	Preventive Healthcare (Schedule VII (i))	Local Area	3.04	3.04	3.04	Directly
2.	Employment Enhancing Vocational Skills	Employment Enhancing Vocational Skills (Schedule VII (ii))	Local Area	8.84	8.84	8.84	Directly
3.	Ensuring Environmental Sustainability	Ensuring Environmental Sustainability (Schedule VII (iv))	Local Area	22.21	22.21	22.21	Directly
4.	Promoting Education	Promoting Education (Schedule VII (ii))	Local Area	0.90	0.90	0.90	Directly
5.	Eradicating hunger, poverty	Eradicating hunger, poverty (Schedule VII (i))	Local Area	0.38	0.38	0.38	Directly
	TOTAL			35.37	35.37	35.37	

*In term of section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company was not required to incur CSR expenditures for the financial year 2017-18. However, for the benefit of Society, Company has spent **Rs. 35.37 Lakhs** as CSR activity in the manner stated above.

**Details of implementing agency: NA

6. Reason for shortfall, if any. Not Applicable.

7. Responsibility Statement by the CSR Committee:

We, hereby affirm that the CSR policy as approved by the Board, has been implemented and the CSR Committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

Bhawani Prasad Mishra
Managing Director
DIN: 07673547

Sanjay Tiku
Chairman
CSR Committee

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2017-18:**

Name of Director	Ratio to median remuneration
Mr. Sanjay Tiku	Nil
Mr. Ram Babu Singh Tomar	Nil
*Mr. Yogesh Kapur	Nil
# Mr. Vinod Kumar Uppal	Nil
^Ms. Anuradha Kapur	Nil
Mr. Bhawani Prasad Mishra, Managing Director	Nil

* Mr. Yogesh Kapur resigned to be the Director of the Company w.e.f. November 27, 2017.

#Mr. Vinod Kumar Uppal resigned from the post of Director w.e.f. December 31, 2017.

^Ms. Anuradha Kapur resigned from the post of Director w.e.f. November 27, 2017.

- b. **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year 2017-18:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial Year
Mr. Yogesh Kapur*	NA
Mr. Sanjay Tiku	NA
Mr. Vinod Kumar Uppal**	NA
Ms. Anuradha Kapur #	NA
Ms. Ankita Wadhawan^	NA
Mr. Khushboo Chugh, Company Secretary~	NA
Mr. Raj Kumar Ralhan, Chief Financial Officer***	NA

*Mr. Yogesh Kapur resigned from the office of Directorship w.e.f. November 27, 2017.

**Mr. Vinod Kumar Uppal resigned from the post of Directorship w.e.f. December 31, 2017.

#Ms. Anuradha Kapur resigned from the post of Directorship w.e.f. November 27, 2017.

^Ms. Ankita Wadhawan resigned from the Post of Directorship w.e.f. September 5, 2017.

~Ms. Khushboo Chugh resigned from the office of Company Secretary of the Company w e f July 17, 2018.

*** Mr. Rajkumar Ralhan resigned from the office of Chief Financial Officer w e f February 13, 2018.

- (b) The percentage increase in the median remuneration of employees in the financial year: **NIL**
- (c) The number of permanent employees on the rolls of Company: The total number of permanent Employees on pay rolls of the Company as on 31st March, 2018 are **448**.

- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **NIL**
- f. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the Company.

**BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED**

**Place : New Delhi
Dated : 20.08.2018**

**Sanjay Tiku
(Chairman)
DIN: 00300566**

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2017-2018

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to conduct its business in an efficient, fair, honest and ethical manner. Good Corporate Governance goes beyond compliances and requires Management's commitment. It starts with the Board of Directors and percolates down the order throughout the Organization and seeks to raise the standards of Corporate Management, strengthens the Board systems, significantly increase its effectiveness and ultimately serve the objective of maximizing the shareholder's value. The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The philosophy of the Company is in consonance with the accepted principles of good governance. The Company is in compliance with the requirements stipulated under Regulation 17 to 27 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. BOARD OF DIRECTORS

The Business of the Company is managed by the Board of Directors. The Board provides leadership and strategic guidance, objective judgment and exercises control over the Company, while remaining accountable to the stakeholders at all times. The functions of the Board include formulation of strategic business plans, budgets, setting up goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping members informed regarding plans, strategies and performance of the Company and other important matters.

A. Composition of Board

The Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company. Presently the Board consists of five members. The Chairman of the Board is a Non-Executive Independent Director. The details of the Directors with regard to their Directorships in other companies, Committee positions as well as attendance at last Annual General Meeting and Board Meetings during the year are as follows:

Name of the Directors	Category	No. of Board Meetings during the year 2017-18		Attendance at the Last AGM held on 23 rd September 2017	No. of Directorships held in listed entities including this listed entity	No. of Committees Positions in Audit/ Stakeholder Committee held in listed entities including this listed entity	
		Held	Attended			Chairman	Membership
Mr. Birendra Jee DIN: 07165726	Managing Director	4	3	No	1	1	1
Mr. Sanjay Tiku DIN:00300566	Independent & Non- Executive Director & Chairman	4	4	No	3	2	4
Mr. Vinod Kumar Uppal DIN: 00897121	Non-Executive Director	4	2	No	3	0	3
Mr. Yogesh Kapur DIN: 00014385	Independent Non- Executive Director	4	2	Yes	2	2	2
Ms. Ankita Wadhawan DIN: 06971383	Independent & Non- Executive Director	4	1	No	1	0	1

Ms. Anuradha Kapur DIN: 01646928	Independent & Non-Executive Director	4	0	No	6	2	3
Mr. Bhawani Prasad Mishra DIN: 07673547	Managing Director Executive Director	4	0	No	1	0	2
Mr. Ram Babu Singh Tomar DIN: 07715251	Independent, Non-Executive Director	4	0	No	1	0	0
Mr. Mahesh Chand Agrawal DIN: 07554315	Non-Executive Director	4	0	No	2	0	1

☞ Further Ms. Ankita Wadhawan Mr. Vinod Kumar Uppal ,Ms. Anuradha Kapur & Mr.Birendra Jee Resigend From the Directorship of the Company w.e.f 5th September, 2017 , 27th November, 2017, 27th November, 2017 & 26th May, 2018 respectively.

☞ Mr. Mahesh Chand Agrawal, Mr Bhawani Prasad Mishra & Mr.Ram Babu Singh Tomar appointed w.e.f 13th February, 2018, 26th May, 2018 & 6th July, 2018 respectively.

None of the Non Executive Directors serves as an Independent Director in more than seven listed companies and none of the Executive Director serves as an Independent Director on any listed company. As required by Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of appointment of Independent Directors and the details of the familiarization programme of the Independent Directors are available on the website of the Company. (**URL: <http://www.oclsteel.in/investors.php>**)

B) Board Procedures and Meetings

The Board of Directors of your Company plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibility and accountability are well defined. The Board reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.

The Board meets at regular intervals and during the year, 4 (Four) meetings of the Board of Directors were held on 29th May 2017, 19th August, 2017, 27th November, 2017, 13th February, 2018. The gap between no two board meetings exceeded one hundred and twenty days. All the members of the Board were provided requisite information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 well before the Board Meeting

C) Post Meeting Follow-Up Mechanism

All the important decision taken at the Board/Committee Meetings are promptly communicated to the concerned departments. Action Taken Report on decision/minutes of previous meeting is placed at the succeeding meeting of the Board/Committee for noting.

D) Independent Directors Meeting

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, 1 (One) meeting of the independent directors was held during the year without the attendance of non-independent directors and members of the Management, inter alia, to discuss the following:

- i) review the performance of non-independent directors and the Board as a whole;
- ii) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii) assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- iv) review of informal meetings with Senior Management

E) Orderly succession to Board and Senior Management

The Board of the Company has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management

F) Performance Evaluation Of Independent Directors

The performance of Independent Directors was evaluated by Board of Directors on the basis of policy as laid down by the Nomination and Remuneration Committee.

G) Remuneration Of Directors

The remuneration of Executive Directors is fixed by the Board of Directors upon the recommendation of Nomination and Remuneration committee and approved by the members of the Company. During the year under review, no sitting fees were paid to the Non-Executive Directors of the Company.

H) Maximum tenure of independent directors

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations, 2015.

I) Disclosure of material transactions

Under regulation 26(5) of SEBI Listing Regulations, 2015, the Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had(or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. The same was Nil.

J) FAMILIARIZATION PROGRAMME

With a view to familiarising the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company has held various familiarisation programmes for the independent directors throughout the year on an ongoing and continuous basis familiarizing them nature of Industry, business models, their roles, rights, responsibilities etc. The details of such familiarisation programmes are placed on (URL: [http:// www.oclsteel.in/investors.php](http://www.oclsteel.in/investors.php))

III BOARD COMMITTEES

Currently, there are Four Board Committees – the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. The role, term of reference and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. AUDIT COMMITTEE

The Board of Directors has duly constituted an Audit Committee. The Audit Committee comprises of 3 (three) members. The constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in the Listing Agreement and SEBI LODR Regulations 2015. All the members of the Committee were provided requisite information as required in the Listing Agreement and SEBI LODR Regulations 2015. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The terms of reference of the Audit Committee include those specified under Listing Agreement and SEBI LODR Regulations 2015 as well as under Section 177 of the Companies Act, 2013 which inter-alia include:

- ❖ to oversee the Company's financial reporting process and disclosure of its financial information.
- ❖ to recommend appointment, remuneration and terms of appointment of the Auditors of the Company. to review and monitor the Auditor's independence and performance, and effectiveness of audit process.
- ❖ to review quarterly and annual financial statements before submission to the Board and to advice and make recommendations to the Board on matters related to financial management of the Company, including Audit Reports.

- ❖ to approve or subsequently modify the transactions of the Company with the related parties. to scrutinize the inter-corporate loans and investments.
- ❖ to assess the value of undertakings or assets of the Company, whenever it is necessary.
- ❖ to review and discuss with Auditors about internal control system, major accounting policies & practices reviewing Companies financial and Risk management policies in compliance with the listing agreement and legal requirements concerning financial statements.
- ❖ to monitor the end use of funds raised through public offers and related matters and
- ❖ to carry out any other functions as is mentioned in terms of reference to the Audit Committee.

The committee met 4 times on on, 29th May, 2017 , 19th August, 2017, 27th November, 2017 and 13th February, 2018 during the year under review. The Company Secretary of the Company acts as the Secretary of the Audit Committee. The Committee was reconstituted Composition of the committee and the attendance of members at the meetings were as follows:

Name of Member	Status	No. of Meeting attended
Mr. Sanjay Tiku	Chairman	4
Mr. Mahesh Chand Agrawal	Member	1
Mr. Bhawani Prasad Mishra	Member	0
Mr. Yogesh Kapur	Member	3
Mr. Vinod Kumar Uppal	Member	3

Further Mr. Yogesh Kapur & Mr Vinod Kumar Uppal Member of Audit Committee resigned From the Directorship of the Company w.e.f 27/11/2017 & 31/12/2017.

B) NOMINATION AND REMUNERATION COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and as per regulation 19 of SEBI (Listing Obligations & Disclosure Requirements), the Board has constituted the Nomination and Remuneration Committee. The Committee inter alia reviews and approves the Annual salaries, commission, service agreement and other employment conditions for the Executive Directors and senior management. The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industries structure. The Committee comprises of one non-executive and two independent Directors.

The terms of reference of the nomination and remuneration committee are as under:

- ❖ Recommend to Board the setup and composition of the Board and its committees, including the "Director" formulation of the criteria for determining qualifications, positive attributes and independence of a Director.
- ❖ Formulate the criteria for evaluation of performance of Independent Directors and Board of Directors.
- ❖ Devise a policy on diversity of Board of Directors.
- ❖ Recommend to the Board, appointment and removal of Directors.

The remuneration Policy of the Company is available on company's website <http://www.oclsteel.in/investors.php>

The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee.

The committee met 1 (one) time during the year. The Committee was reconstituted Composition and the attendance of members at the meetings were as follows:

Name of Member	Status	No. of Meeting during the financial year 2017-18	
		Held	Attended
Mr. Sanjay Tiku	Chairman	1	1
Mr. Mahesh Chand Agrawal	Member	1	0
Mr. Ram Babu Singh Tomar	Member	1	0
Mr. Yogesh Kapur	Member	1	1
Mr. Vinod Kumar Uppal	Member	1	1

Further Mr. Yogesh Kapur & Mr Vinod Kumar Uppal Member of Nomination and Remuneration Committee resigned From the Directorship of the Company w.e.f 27/11/2017 & 31/12/2017.

C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and as per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the Stakeholders' Relationship Committee. The Committee inter alia looks into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports.

During the year, the committee met three (3) times on 29th May 2017, 19th August, 2017, 27th November 2017. The Committee comprises of one Executive Director & one Independent Director.

Terms of reference of the committee, inter alia, includes the following:

- ❖ Oversee and review all matters connected with the transfer of the Company's securities.
- ❖ Monitor remedy of investors' / shareholders' / security holders' grievances.
- ❖ Oversee the performance of the Company's Registrars and Transfer Agents.
- ❖ Recommend methods to upgrade the standard of services to investors.
- ❖ Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading.

Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable.

The Committee was reconstituted composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of Member	Status	No. of Meeting during the financial year 2017-18	
		Held	Attended
Mr. Sanjay Tiku	Chairman	3	0
Mr. Bhawani Prasad Mishra	Member	3	0
Mr. Yogesh Kapur	Chairman	3	3
Mr. Birendrajee	Member	3	3

Further Mr. Yogesh Kapur & Mr Birendrajee Member of Stakeholders' Relationship Committee resigned From the Directorship of the Company w.e.f 27/11/2017 & 26/05/2018.

Investors' complaints attended and resolved during 2017-18

Investor complaints	No. of complaints attended/ resolved during 2017-18
Pending at the beginning of the year	NIL
Received during the year	1
Disposed of during the year	NIL
Remaining unresolved at the end of the year	1

The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year under review, in terms of Section 135 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had constituted a Corporate Social Responsibility Committee. The Committee comprises of two Non Executive directors and One Executive director. The Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount of expenditure to be incurred on the CSR activities. The Committee met 1 (One) time during the year.

The Committee was re-constituted by the Board composition of the Corporate Social Responsibility Committee and the details of meetings held and attended by its members are given below:

Name of Member	Status	No. of Meeting during the financial year 2017-18	
		Held	Attended
Mr. Sanjay Tiku	Chairman	1	1
Mr. Bhawani Prasad Mishra	Member	1	0
Mr. Mahesh Chand Agrawal	Member	1	0
Mr. Yogesh Kapur	Member	1	1
Mr. Vinod Kumar Uppal	Member	1	1

Further Mr. Yogesh Kapur & Mr Vinod Kumar Uppal Member of Corporate Social Responsibility Committee resigned From the Directorship of the Company w.e.f 27/11/2017 & 31/12/2017.

IV SUBSIDIARY MONITORING FRAMEWORK

In terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website (URL: <http://www.oclsteel.in/investors.php>). The Company has nominated its representative on the Board of material Subsidiary Company and it also monitors its performance inter alia, by the following means:

- Financial Statements, in particular the investments made by the unlisted Subsidiary Companies, are reviewed by the Audit Committee of the Company.
- Minutes of the meetings of the unlisted Subsidiary Companies are placed before the Company's Board.
- A statement containing significant transactions and arrangements entered into by the unlisted Subsidiary Companies is placed before the Company's Board.

V COMPLIANCE OFFICER

Ms. Khushboo Chugh Company Secretary as Compliance Officer of the Company resigned from the post of Company Secretary w.e.f. 17th July, 2018.

VI GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under:-

YEAR	DATE & TIME	LOCATION	WHETHER SPECIAL RESOLUTION(S) WERE PASSED
2014-15	30 th September, 2015 at 10.00 A.M.	At the Registered Office at Rajgangpur- 770017 (Orissa)	Two (2) Special resolution were passed
2015-16	26 th September, 2017 at 09.30 A.M.	At the Registered Office at Rajgangpur- 770017 (Orissa)	No Special resolution was passed
2016-17	23 rd September, 2017 at 10.00 A.M.	At the Registered Office at Rajgangpur- 770017 (Orissa)	No Special resolution was passed

EXTRA ORDINARY GENERAL MEETINGS

During the year under review no Extra Ordinary General Meeting of the Members of the Company was held.

POSTAL BALLOT HELD DURING THE YEAR 2017-18

During the year under review no resolution was passed through Postal Ballot.

VII DISCLOSURES

(A) Basis of Related Party Transactions

All related party transactions (RPTs), which were entered into by the Company during the year under review, were on arms' length basis and in the ordinary course of business and did not attract provisions of section 188 of the Companies Act, 2013 and were also not material RPTs under regulation 23 of the SEBI Listing Regulations, 2015. During the year 2017-18, as required under the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all RPTs were placed before audit committee for approval a statement showing the disclosure of transactions with related parties as required under Indian Accounting Standard 24 is set out in this Annual Report.

The details of all related parties transactions are placed before the audit committee for its approval. The details of related party transactions are provided in the Notes to Accounts. These transactions are not likely to have conflict with the interest of the Company at large. A Policy on dealing with related party transactions is available on the website of the Company (URL: <http://www.oclsteel.in/investors.php>).

(B) Vigil Mechanism / Whistle Blower Policy

The Company encourages an open door policy where its employees have access to the Head of the business/function. In terms of the Whistle Blower Policy of the Company, any instance of non adherence to the policy, employee misconduct, illegality or any other observed unethical behaviour are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provides adequate safeguards against victimization of Whistle Blower who avail of such mechanism. Under the Policy, every Director and employee has been provided direct access to the Chairman of the Audit Committee. Whistle Blower Policy is available on the website of the Company (URL: <http://www.oclsteel.in/investors.php>).

C) Details of non-compliance by the Company

There were no instances of non-compliance by the Company and no penalties, or strictures were imposed on the Company by Stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

D) Code of Business Conduct and Ethics for Directors and Managerial Personnel

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. The Board has framed a Code of Conduct for all Board members and senior management of the Company. The Code has been posted on the website of the Company (www.oclsteel.in). All Board members and senior management personnel have confirmed compliance with the Code for the financial year 2017-2018. A declaration to this effect signed by the Managing Director of the Company forms part of this Annual Report.

E) Disclosure of Accounting Treatment

The annexed financial statements as at 31st March, 2018 comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

F) Risk Management

The Company has framed a Risk Management Policy to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework. The Company's Risk Management Policy focuses on ensuring that risks are identified and addressed on a timely basis. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

G) Proceeds from Public Issues, Rights Issues, and Preferential Issues etc.

During the year under review, there were no proceeds from Public issues, Rights issues or preferential issues.

H) Remuneration Policy

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed a Remuneration Policy. The detailed Remuneration Policy is placed on ([URL: http://www.oclsteel.in/investors.php](http://www.oclsteel.in/investors.php)).

I) Details of Compliance with Mandatory Requirements and adoption of Non Mandatory Requirements.

Mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Non Mandatory Requirements

Details of non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to the extent to which the Company has adopted are given below:

a) The Board

Mr. Sanjay Tiku, the Non-Executive Chairman has not desired an office at the Company's expense.

b) Audit qualifications

There is no audit qualification in respect of financial statements of the Company.

c) Separate posts of Chairman and Managing Director

Mr. Sanjay Tiku is the Non Executive Chairman of the Company and Mr. Bhawani Prasad Mishra is the Managing Director of the Company. The Company has complied with the requirement of having separate persons to the post of Chairman and Managing Director.

d) Reporting of Internal Auditor

The Internal auditors report directly to the Audit Committee.

J) Management

As part of the Directors' report or as an addition thereto, a Management Discussion and Analysis report should form part of this Annual Report for the shareholders. This Management Discussion & Analysis should include discussion on the following matters within the limits set by the company's competitive position:

- Industry structure and developments.
- Opportunities and Threats.
- Segment-wise or product-wise performance.
- Risks and concerns.
- Internal control systems and their adequacy.
- Discussion on financial performance with respect to operational performance
- Material developments in Human Resources / Industrial Relations front, including number of people employed

The Code of Conduct for the Board of Directors and the senior management have been disclosed on the website of the Company.

K) Shareholders

- Quarterly results and presentations made by the company to analysts/investors have been uploaded on Company's website.
- Stakeholders Relationship Committee (formerly known as Shareholders Grievances Committee) has already been constituted

L) Disclosure in the Annual Report

- The details of the establishment of vigil mechanism will be disclosed on its website (www.oclsteel.in).
- The Company has already disclosed the remuneration policy and evaluation criteria in this annual report.

VIII. MEANS OF COMMUNICATION

➤ **QUARTERLY RESULTS:**

The Company's Results for quarter ended 30th June 2017, 30th September, 2017 31st December, 2017 and 31st March, 2018 are sent to the Stock Exchanges and have been published in one English newspaper (Business Standard) and one vernacular language newspaper (Utkal Mail Odisha). Simultaneously, they are also put up on the Company's website (www.oclsteel.in).

➤ **NEWS RELEASES:**

Official news releases are sent to Stock Exchanges and are displayed on its website(www.oclsteel.in).

➤ **PRESENTATIONS TO INSTITUTIONAL INVESTORS / ANALYSTS:**

Detailed presentations are made to institutional investors and financial analysts on the Company's quarterly as well as annual financial results and detailed presentations have been uploaded on the Company's website (www.oclsteel.in).

➤ **WEBSITE:**

The Company's website (www.oclsteel.in) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.

➤ **NSE ELECTRONIC APPLICATION PROCESSING SYSTEM (NEAPS):**

The NEAPS is a web-based application designed by NSE for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report,

Statement of Investor Complaints and Corporate Announcement are filed electronically on NEAPS.

➤ **BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE LISTING CENTRE'):**

BSE's Listing Centre is a web-based application designed for Listed Companies. All periodical compliance filings like Financial Results, Shareholding Pattern, Corporate Governance Report, Statement of Investor Complaints and Corporate Announcement are also filed electronically on the Listing Centre.

IX. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion and Analysis Report is given by means of a separate annexure forming part of this Annual Report.

X. GENERAL MEMBERS' INFORMATION

A. GENERAL INFORMATION

Registered Office	Vill. Lamloi, P.O. Garvana, Rajgangpur:- 770 017, (Dist. Sundargarh, Orissa)
Plant Location	1. Vill. Lamloi, P.O. Garvana, Rajgangpur:- 770 017, (Dist. Sundargarh, Orissa). 2. A-285, Chopanki Industrial Area, Chopanki, Bhiwadi, District - Alwar, Rajasthan - 301 019. 3. Plot No. SP-256, Industrial Area, Kaharani (Bhiwadi Extn.) Rajasthan - 301 019. 4. Begumpur Khatola, District - Gurgaon, Haryana 5. Village Gopalpur, P.O. Badaposi Tehsil & P.S. Keonjhar Sadar, District - Keonjhar, Orissa
Annual General Meeting: Day/Date/Time/Venue:	Monday, the 24 th September, 2018 at 10.00 AM Vill. Lamloi, P.O. Garvana, Rajgangpur:- 770 017, (Dist. Sundargarh, Orissa).
Financial Year	April 1, 2017 to March 31, 2018
Book Closure	September 21, 2018 to September 24, 2018 (Both days inclusive)
Equity Dividend payment date	N/A
Listing on Stock Exchanges	1. BSE LIMITED 2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED
ISIN CODE	INE196J01019
Stock Code	
Equity Share: BSE	533008
NSE	OISL

B) Tentative Calender for the Financial Year 2018-2018

PARTICULARS	DATES
First Quarter Results	Mid of August, 2018
Second Quarter Results	Mid of November, 2018
Third Quarter Results	Mid of February, 2019
Fourth Quarter and the year ended Results	Up to end of May, 2019

The Company's quarterly Un-audited Financial Results are subject to Limited Review by Statutory Auditors and Annual results are subject to Audit by the Statutory Auditors. Quarterly Un-audited and Annual Audited Financial Results are published in the newspapers and are also forwarded to the Stock Exchanges.

C. Dematerialisation of shares and liquidity

As on 31st March 2018, 130442333 Equity Shares representing 97.24% of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are actively traded on BSE and NSE.

D. Share Transfer System

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form is available to the members as the Company is registered with both the Depositories namely NSDL & CDSL. Share Transfer documents for physical transfer and requests for dematerialisation of shares may be sent to Company's Registrar and Share Transfer Agents.

E. Registrar & Share Transfer Agent

CB Management Services (P) Limited

P-22, Bondel Road, Kolkata – 700 019 (West Bengal)

Tel No: +91 33 22806692-94 / 2280 2486

Fax No: +91 33 4011 6739,

Email: rta@cbmsl.com,

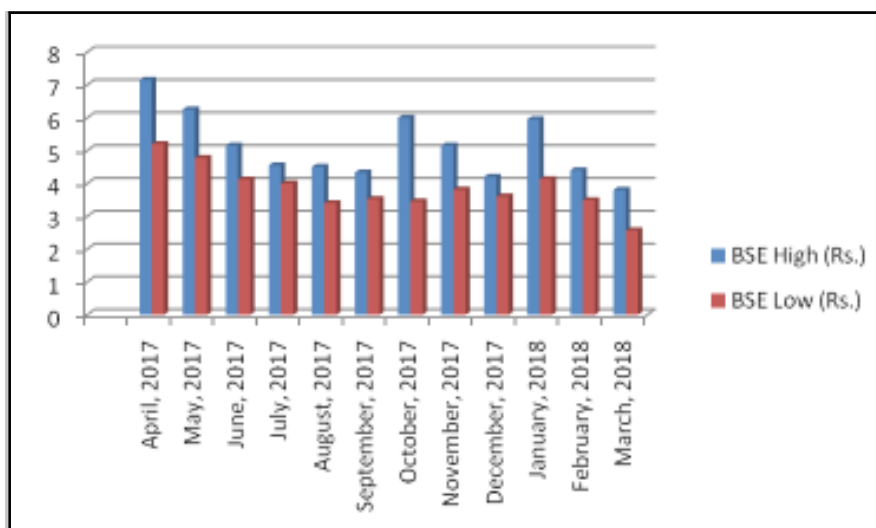
Website: www.cbmsl.com

F. Market price data

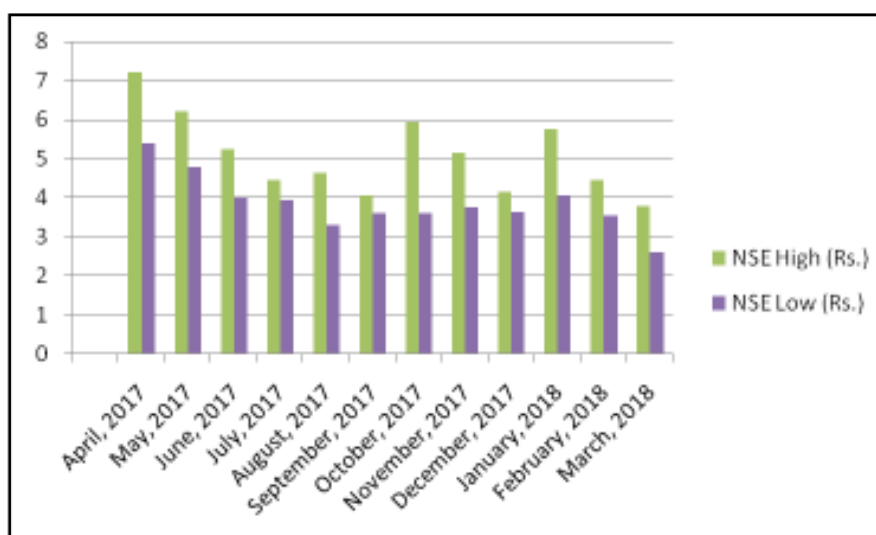
Monthly High/Low prices per share during the Financial Year 2017-2018

Months	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2017	7.15	5.20	7.20	5.40
May, 2017	6.25	4.77	6.20	4.80
June, 2017	5.15	4.12	5.25	4.00
July, 2017	4.55	4.00	4.45	3.95
August, 2017	4.50	3.40	4.65	3.30
September, 2017	4.33	3.52	4.05	3.60
October, 2017	6.00	3.45	5.95	3.60
November, 2017	5.15	3.81	5.15	3.75
December, 2017	4.20	3.60	4.15	3.65
January, 2018	5.95	4.13	5.75	4.05
February, 2018	4.40	3.49	4.45	3.55
March, 2018	3.80	2.57	3.80	2.60

BOMBAY STOCK EXCHANGE (BSE)



NATIONAL STOCK EXCHANGE (NSE)



G. Shareholding pattern as on 31st March, 2018

CATEGORY	NUMBER OF SHARES HELD	(%) PERCENTAGE OF SHAREHOLDING
Promoters	91737232	68.39
Mutual Funds/ UTI	57000	0.04
Financial Institutions / Banks	187500	0.14
Foreign Portfolio Investors	900	0.00
Bodies Corporate	5953214	4.44
Resident Individuals	34761660	25.91
Non-Resident Individual	1257591	0.94
Foreign National	51240	0.04
Clearing Member	136823	0.10
TOTAL	134143160	100

H. Distribution of Shareholding as on 31st March, 2018

RANGE	NO OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES	% OF SHARES
1 - 5000	11014	88.92	10310028	7.69
5001- 10000	692	5.59	5128171	3.82
10001 - 20000	372	3.00	5249732	3.91
20001 - 30000	124	1.00	3023316	2.25
30001- 40000	58	0.47	2053877	1.53
40001- 50000	32	0.26	1468993	1.10
50001- 100000	55	0.44	3903357	2.91
100001 & ABOVE	39	0.31	103005686	76.79
TOTAL	12386	100.00	134143160	100.00

I) LIQUIDITY

The Company's Equity share is among the most liquid and actively traded shares on BSE & NSE. OISL's shares consistently rank among the top few frequently traded shares, both in terms of the number of shares traded as well as value. Relevant data for the average daily turnover for the period under review is given below:

PARTICULARS	BSE	NSE	TOTAL
Shares (nos.)	30175.37	64061.23	94236.6
Value (in rupees)	143272.22	294595.78	437868.0

J. CEO/CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B Schedule II of the SEBI LODR Regulations, 2015. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the SEBI LODR Regulations, 2015. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

K. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Company's Auditors, M/s. A.C. Gupta & Associates, and Chartered Accountants confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Corporate Governance Report forming part of the Annual Report.

L. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES)

Pursuant to Regulation 39 of the Listing Regulations, The disclosure as required under schedule V of the Listing Regulations is given below:

- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year - Nil
- Number of shareholders who approached listed entity for transfer of shares from suspense account during the year - Nil
- Number of shareholders to whom shares were transferred from suspense account during the year - Nil

- d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year – Nil
- e) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares – NA

M) COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 IN REGULATION 17 TO 27 AND REGULATION 46(2)(b) TO (i) OF LISTING REGULATIONS

Sr. No.	Particulars	Regulation	Compliance Status Yes/No./N.A.	Compliance observed for the following:
1	Board of Directors	17	Yes	1) Composition 2) Meetings 3) Review of Compliance reports 4) Plans for orderly succession for appointments 5) Code of Conduct 6) Fees/compensation to Non-Executive Directors 7) Minimum information to be placed before the Board 8) Compliance Certificate 9) Risk Assessment & Management 10) Performance Evaluation of Independent Director
2	Audit Committee	18	Yes	1) Composition 2) Meetings 3) Power of the Committee 4) Role of the Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	1) Composition 2) Role of the Committee
4	Stakeholders' Relationship Committee	20	Yes	1) Composition 2) Role of the Committee
5	Vigil Mechanism	22	Yes	1) Formulation of Vigil Mechanism for Directors and employees 2) Director access to Chairperson of Audit Committee
6	Related Party Transactions	23	Yes	1) Policy on Materiality of Materiality of Related Party Transactions 2) Approval including omnibus approval of Audit Committee 3) Approval for Material related party transactions
7	Subsidiaries of the Company	24	N.A. Yes	1) Composition of Board of Directors of unlisted material subsidiary 2) Review of financial statements of unlisted subsidiary by the Audit Committee 3) Significant transactions and arrangements of unlisted subsidiary

8	Obligations with respect to Independent Directors	25	Yes	<ol style="list-style-type: none"> 1) Maximum Directorships and Tenure 2) Meetings of Independent Director 3) Familiarization of Independent Directors
9	Obligations with respect to In Directors and Senior Management	26	Yes	<ol style="list-style-type: none"> 1) Memberships/Chairmanships in Committee 2) Affirmation on Compliance of Code of Conduct of Directors and Senior management 3) Disclosure of shareholding by non-executive directors 4) Disclosure by senior management of about potential conflicts of interest
10	Other Corporate Governance Requirements	27	Yes	<ol style="list-style-type: none"> 1) Filing of quarterly compliance report on Corporate Governance
11	Website	46(2)	Yes	<ol style="list-style-type: none"> 1) Terms and conditions for appointment of Independent Directors 2) Compositions of various Committees of the Board of Directors 3) Code of Conduct of Board of Directors and Senior Management Personnel 4) Details of establishment of Vigil Mechanism/ Whistle Blower policy 5) Policy on dealing with Related Party Transactions 6) Policy for determining material subsidiaries 7) Details of familiarisation programmes imparted to Independent Directors

N. Outstanding GDRs/ADRs/Warrants/or any Convertible instruments, Conversion date and likely impact on equity

The Company has not issued any ADR/GDR/Warrant or any other convertible instruments.

O. Investors' Correspondence may be addressed to:

<p>Mr. Kamdev Behera Chief Financial Officer Vill. Lamloi, P.O. Garvana, Rajgangpur - 770 017 Distt: Sundargarh, Orissa, E-mail: ocliron@gmail.com</p>	<p>CB Management Services (P) Limited P-22, Bondel Road, Kolkata - 700 019 (West Bengal) Tel No: +91 33 22806692-94/2280 2486 Fax No: +91 33 4011 6739, Email:rta@cbmsl.com Website:www.cbmsl.com</p>
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**BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED**

**Place : New Delhi
Dated : 20.08.2018**

**Sanjay Tiku
(Chairman)
DIN: 00300566**

AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

TO

**THE MEMBERS
OCL IRON AND STEEL LIMITED**

We have examined the compliance of conditions of Corporate Governance by **OCL Iron and Steel Limited for the Financial Year ended on 31st March, 2018** as stipulated in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of corporate governance as stipulated in the Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we state that the Stakeholder Relationship Committee has maintained records to show the Investors Grievance and certify that as on 31st March 2018, there were no investors' grievances remaining unattended/pending for more than 30 days.

We further state that such compliances are neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For A.C. Gupta & Associates
Chartered Accountants
Firm Regn. No. 008079N**

**Place : New Delhi
Date : 20.08.2018**

**A.C. Gupta
Partner
Membership No. 008565**

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

As required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges, it is hereby confirmed that for the year ended 31st March, 2018, the Directors of OCL Iron and Steel Limited have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Code of Conduct as applicable to them.

**Place : New Delhi
Date : 20.08.2018**

**Bhawani Prasad Mishra
Managing Director
DIN: 07673547**

MANAGING DIRECTOR AND CFO CERTIFICATION

We, Bhawani Prasad Mishra Jee, Managing Director and Kamdev Behera, Chief Financial Officer, responsible for the finance functions certify to the Board that:

- a) We have reviewed the financial statements and Cash Flow Statement for the year ended 31st March, 2018 and to the best of our knowledge and belief:
 - I. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - II. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2018 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - I) There has not been any significant change in internal control over financial reporting during the year under reference;
 - II) That there are changes in accounting policies during the year on account of INDAS adoption and the same have been disclosed in the notes of financial statements; and
 - III) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi
Date : 20.08.2018

Kamdev Behera
Chief Financial Officer

Bhawani Prasad Mishra
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ABOUT COMPANY

Steel Plant:

OCL Iron & Steel Ltd. (OISL) is engaged in the process of manufacturing MS Billets from the sponge iron and produces captively through direct reduction iron process and induction furnace in Orissa.

The steel plant is engaged in the process of manufacturing of Sponge Iron, Billets, Power generation (captive use) and Finished Steel (TMT).

The Company is having a operational manufacturing facilities of Sponge Iron , Billets and captive Power at Village- Lamloi, P.O- Garvana, Rajgangpur, Odisha and Rolling Mill (TMT Bar) at Village- Gopalpur, P.O- Badaposi, Dist: Keonjhar, Odisha.

OISL has also set up 2 state of the art plants to cater to the automotive sector, catering to both the domestic and the international markets. The first plant specializes in Profile Rolling (Steel Bar) for automotive Ring Gear market based at Chopanki, Dist.-Alwar, Rajanstan. The second facility is an Automotive Alloy Casting Foundry producing a variety of critical components like Hub Swivels, Axle Arm , Fly Wheels, Brake Piston Housings, Cylinder Blocks, Master Clutch Housing for Passenger Cars, Tractors, Earth Moving Equipments. A specialized machine shop dedicated for Rail Products has also been set up.

Ardhagram Coal Mine:

OCL Iron & Steel Ltd. (OISL) has also a coal mine which is located in the south eastern part of Raniganj Coalfield on the Southern Bank of the Damodar River which provides full coal security for the integrated Steel & Power Plant of the Company for more than 45 years.

Captive Iron Ore Mine:

The company is also allotted an iron ore mine located at Village-Kundaposi, Block-Barbil, District Keonjhar, (Odisha) by Steel & Mine Department of Government of Odisha. The Company's proposal for grant of forest clearance is under consideration with Forest Advisory Committee (FAC). Iron ore mine is expected to start in Year 2019/20.

1. ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is on the road to recovery and grew by 3.8% in CY17, a 0.6 percentage point increase over CY16. This is the highest rate of global GDP growth after CY11. The growth happened owing to an increase in manufacturing activity, private consumption, investments and global trade. The growth was broad based, with growth increasing in more than half of the world's economies aided by benign global financing conditions, revival in investment sentiment, accommodative monetary policies and higher commodity prices. The growth was higher as compared to the initial estimates with upside surprises in the second half of 2017 in advanced as well as emerging and developing countries. Two-thirds of countries accounting for about three-fourths of global output experienced faster growth in 2017 vis-à-vis previous year. The advanced economies performed better than expected with a 0.6% growth in CY17 as compared to the previous year. There was stronger gross fixed capital formation and acceleration in stock building which contributed to the pickup in investment, with accommodative monetary policy, stronger balance sheets, and an improved outlook helping release pent-up demand for capital goods.

On the other hand, emerging economies saw an upswing by 0.4 percentage point, primarily led by private consumption. In economies like India and China, resurgent exports too facilitated growth. The commodity exporting countries were largely benefitted by the global economic upswing during CY17, owing to firming up of prices of commodities.

After two years of uninspiring performance, global trade also picked up pace; and its impact was particularly pronounced in emerging markets. This happened owing to an improvement in investment growth. In terms of commodities, energy prices indices grew by 24% in CY17 (y-o-y) while the non- energy indices grew by 6%. The metal price indices grew by 24%. Accelerated global growth lifted the demand for commodities while a number of commodities

faced supply side contractions. The global recovery offers a window of opportunity to strengthen policies and reforms that sustain the current upswing and raise medium-term growth for the benefit of all countries. According to the IMF, such policies should focus on reinforcing the potential for higher and more inclusive growth, building buffers to deal more effectively with future economic headwinds and fostering international cooperation.

Other Global Developments

- a) Oil witnessed a sharp increase from the levels of \$41 per barrel in 2016 to a four-year high at \$54 per barrel in 2017, driven by production cuts administered by OPEC.
- b) US monetary measures – US Dollar appreciated on the back of rising Federal Reserve rates from 0.75-1% in March 2017 to 1.50-1.75% in March 2018.
- c) Landmark tax reforms in the US, reducing tax rates from 35% to 21% to bolster investment and employment.

Challenges

- a) Rising oil prices
- b) Increasing protectionism, rising trade barriers
- c) Geopolitical risks
- d) Escalating global debt and rising interest rates

Outlook

Global growth is on an upswing and is expected to reach 3.9% in 2018 supported by strong momentum, favourable market sentiment, accommodative financial conditions and the domestic and international effects of expansionary fiscal policies. The global GDP is expected to increase to \$88 trillion. Both advanced economies and emerging markets are expected to see a rise in growth figures in the near term before stabilisation in the medium-term. This growth rate is the outcome of faster economic expansion in the Euro area, Japan, China and the US. Advanced economies are projected to grow at 2.5% in 2018 as compared to 2.3% growth in 2017 primarily driven by improving domestic demand and industrial activities, private investment, moderate inflation and focus on domestic manufacturing activities. In China, growth is projected to soften slightly from 6.9% in 2017 to 6.6% in 2018. Over the medium term, the Chinese economy is projected to continue rebalancing away from investment toward private consumption and from industry to services. Growth in emerging market and developing economies is expected to increase further from 4.8% in 2017 to 4.9% in 2018 due to strong economic performance. These augers well and reflect improved prospects for commodity exporters after three years of weak economic activity. There is also a positive momentum in global trade and it is expected to moderately improve with nominal trade escalation by \$2.0 trillion to \$19.5 trillion.

Global Growth

COUNTRY / REGION	2016	2017	2018 PROJECTION
	(%)	(%)	(%)
World	3.2	3.8	3.9
AMEs	1.7	2.3	2.5
EMEs	4.4	4.8	4.9
US	1.5	2.3	2.9
EU-28	2.0	2.7	2.5
China	6.7	6.9	6.6
Japan	0.9	1.7	1.2
Russia	-0.2	1.5	1.7
Korea	2.8	3.1	3.0
India	7.1	6.7	7.4

Source: International Monetary Fund (IMF)

Source: International Monetary Fund (IMF)

INDIAN ECONOMY

During the year, India's steel sector was impacted by intense competitive pressure with a surge in domestic steel production and elevated level of steel imports at predatory pricing.

After a brief period that was dedicated to introducing economic reforms that would further formalize the economy and boost ease of doing business, India has achieved a growth of 6.7% in FY18 with a 7.1% growth in Q-4'18. India has bounced back as the fastest growing economy in the world during the third quarter for FY18.

The investment cycle exhibited a growth of 7.6% in FY18 and 14.4% in the Q-4'18. The FY18 is likely to see an improved growth of 7.5% due to transformative reforms undertaken by the Government.

India's economic fundamentals continued to improve during the year. The Index of Industrial Production (IIP) touched 4.3% during the FY18 after a robust growth of 6.2% in the Q-4'18, which was 1.9% in Q-1'18. Inflation figures are also largely in control, with the Consumer Price Inflation reducing to 3.6% in FY18 from a level of 4.5% in FY17, keeping the food prices under control. Through the year, India's foreign exchange reserves has also increased to more than US\$420 billion.

The eight key sectors rose to 3.4% year-on-year in FY18, with cement, coal and electricity registering a growth of 13%, 9% and 6% respectively.

The Government of India has put in place multiple enablers to bolster the country's consumption demand. Higher spending on social schemes such as NREGA, continued thrust on rural infrastructure projects, raising of minimum support prices, implementation of 7th Pay Commission pay hikes across states and One Rank, One Pension scheme are also likely to lead to robust disposable income leading to higher spending and consumption.

The 2018-19 Union Budget has emphasised on India's infrastructural requirements and the allocation on roads, railways and rural infrastructure has been significant. The Budget also focussed considerably on health and education sectors, which are instrumental in developing a sustainable economy and society.

Outlook

During FY19, India is likely to record a robust GDP growth of 7.4% (Source: IMF). This growth will be driven by structural and wide ranging reforms such as the Goods and Services Tax (GST) to widen the indirect tax base, Insolvency and Bankruptcy Code to address asset quality of banks and formalisation and digitisation of the economy improving business ecosystem, thrust on infrastructure development, and a liberal FDI regime. Banking reforms through recapitalisation and the Insolvency and Bankruptcy Code are expected to resolve the stressed assets of overleveraged corporates and restore lending support to these sectors.

To make the growth broad based and inclusive, there is a clear budgetary and policy focus on rural development to construct 3.17 lakh km of road, 51 lakh houses, 1.88 crores toilets and provide electricity connections to 1.75 crores new households. Rural employment too, is expected to improve with MNREGA budget expanded by ` 7,000 crores to ` 55,000 crores. Further, the latest IMD forecast predicts a normal monsoon in 2018. Since over 65% of the nation is employed in the agricultural sector, this would boost the consumer expenditure resulting in improved demand prospects. The strengthening global economy is also likely to stimulate exports. The country's exports are expected to touch US\$350 billion during 2018-19. Pick up in capital expenditure done by private corporate sector will also provide the necessary impetus to India's GDP growth.

2. INDUSTRY OVERVIEW

Global growth is projected to further strengthen to 2.9 percent in 2018-19, in line with previous projections. However, the world economy continues to face a number of downside risks. They include increased protectionism, heightened policy uncertainty, the possibility of financial market turbulence, and, over the longer run, weaker potential growth. These risks highlight the urgency for policymakers in emerging market and developing economies to rebuild macroeconomic policy space and implement policies that support investment and trade

From the Economic Survey 2016-2017 Ministry of Finance, against the backdrop of robust macro-economic stability, the year was marked by two major domestic policy developments, the passage of the Constitutional amendment, paving the way for implementing the transformational Goods and Services Tax (GST), and the action to demonetize the two highest denomination notes. The GST will create a common Indian market, improve tax compliance and governance, and boost investment and growth; it is also a bold new experiment in the governance of India's cooperative federalism. Demonetisation has had short-term costs but holds the potential for long term benefits. Follow-up actions to minimize the costs and maximize the benefits include: fast, demand-driven, re-monetisation; further tax reforms, including bringing land and real-estate in to the GST, reducing tax rates and stamp duties; and acting to allay anxieties about over-zealous tax administration. These actions would allow growth to return to trend in 2017-18.

GLOBAL SECTOR

2017 saw an improvement in global steel consumption, which grew 4.7% to 1.59 billion tonnes in the year, after a subdued growth of 1% in 2016. A low base-effect of 2016, along with improved steel consumption in China and investment-led recovery in advanced economies were the key factors driving this momentum. The government's stimulus measures and momentum in construction activities fuelled steel demand in China. Consumption in Europe (other than EU) too gathered pace in the year and grew ~2.5% with other countries like US with 6.4%, Brazil 5.3% Iran 4.5% follow the growth trajectory of rising global steel demand.

Global crude steel production grew by 5.3% or 63 million tonnes in 2017 to 1,691.2 million tonnes, as most economies registered good growth in steel production. Annual production grew between 4% and 6% for major economies of China, India, European Union and USA, among others. Turkey, South America and Brazil witnessed the highest growth in steel production at 13.1%, 8.7% and 9.9%, respectively. China trimmed its capacities by eliminating Basic Oxygen Steel making (BOF) – Electric Arc Furnace (EAF) of 55 million tonnes in 2017. The world's largest steel producing country also closed 140 million tonnes of in efficient induction furnace capacity. These initiatives uplifted market sentiments and bolstered pricing power and profitability of most steel producers in the World. Overall, steel exports from China fell by 30% to 75 million tonnes in the year.

Global steel prices remained buoyant in 2017 due to:

- a) Falling exports from China as it continues to reduce excess capacities;
- b) Firm iron ore prices; and
- c) Improving demand from China following the upswing in the infrastructure and construction sectors. The global capacity utilisation ratio stood at 69.5% in December 2017 — up 1.8 percentage points, compared to December 2016 level.

In the preceding couple of months, trade actions across economies aggravated to arrest imports, threatening the possibility of trade diversion.

Outlook

World Steel Association estimates suggest that global steel demand is likely to touch 1,616 million tonnes in 2018, a growth of 1.8% vis-à-vis 2017. Continued strengthening of investments in advanced economies, improving manufacturing climate and recovery in commodity prices are expected to act as key catalysts to drive global steel demand.

A large part of this demand is likely to come from the emerging and developing economies (excluding China) with an estimated increase of 4.9% in steel demand in 2018. In the developed economies, steel demand is likely to grow by 1.8% in the current calendar year. Important downside risks to these estimates comprise rising wave of protectionism in global trade and higher interest rates in the US and the EU. A large part of global steel demand is likely to emanate from the emerging and developing economies (excluding China) with an estimated increase of 4.9% in 2018.

SECTORS DRIVING GROWTH

Oil & Gas

Production cuts announced by the Organization of the Petroleum Exporting Countries (OPEC) in 2017 lent support to crude oil prices and the good show is likely to continue, going forward. Strong demand and possibility of renewed US sanctions on Iran may lead to further escalation in crude oil prices from here on.

Improving prospects of crude oil will augur well for the sector, as it will lead to higher production by upstream oil and gas companies. This, in turn, will benefit downstream companies as well. Higher investments in the sector will positively impact steel demand.

Metals and Mining

Commodity prices trended northwards for large parts of 2017; and the trend is likely to continue in 2018 as well. Higher prices will elevate production growth in the year and strengthen investments and upstream activity in this sector.

Infrastructure

According to a report by Global Infrastructure Hub, every year investment worth US\$3.7 trillion is required to be made in worldwide infrastructure to meet the demand of the rising global population. Asian economies will account for more than half of these investments. Thus, the infrastructure sector will continue to play a major role in driving demand for the global steel industry.

Capital Goods

Upswing in commodity prices, broad-based improvement in economic growth and positive outlook for automotive and construction sectors are likely to aid prospects of global capital goods companies. S&P Global Ratings expects the credit metrics of capital goods companies to improve on the strength of rising capital expenditure by private sector companies. Steel is the primary input to manufacture equipment and machinery; and hence stands to benefit from improving prospects of the capital goods sector.

Indian Steel Sector

India's steel production grew 4.5% to its highest ever level of 102 million tonnes in FY18. The Government of India has been proactive in addressing the issues faced by domestic steel makers. It has taken major steps to stop unfair trade and to safeguard the interests of domestic players. This has been accompanied by recovery in construction activity and shut down of excess capacities in China. China has phased out capacities to the tune of 115 million tonnes in the past two years; and is gearing up for another production cut of 30 million tonnes in 2018. Leading steel makers in India are well poised to benefit from this development.

Riding high on an all-round improvement in the growth of key sectors, namely automobiles, infrastructure, and capital goods, among others, India's steel demand grew at a high rate of 7.9% to 91 million tonnes in FY18. This pace may accelerate further as domestic steel demand growth is pegged at 8.3% to 98.2 million tonnes in the current fiscal year (Source: JPC).

In FY18, India's per capita steel consumption grew 6.2% to 69 kg, while share of flats improved from 42% to 44%. India's construction activity, particularly in highways, bridges and metro lines has bolstered the demand for long steel products in recent times. Given their size, long steel Products are relatively difficult to ship and hence most contractors are sourcing them locally.

Domestic steel prices have started trending northwards since November 2017, owing to a surge in global prices, healthy recovery in domestic demand, and a weaker rupee.

The prices though still trail international prices and hence there is a scope for further uptick in prices.

Governmental measures such as the National Steel Policy and extension of anti-dumping duty on steel products, imposition of quality standards are key facilitators for the growth of domestic

steel sector in India. Additionally, the Government has earmarked ` 14.3 lakh crores towards infrastructure spending, which will also enhance steel demand in the domestic market.

INDIAN STEEL INDUSTRY

The key highlights of India's Steel Industry

- Achieved all-time high crude steel production in FY18
- Third largest crude steel producer in the world in 2017
- Third largest consumer of finished steel in the world in 2017
- Steel consumption grew at a multi-year high in FY18
- Contributes nearly 2% to the country's GDP
- Producer of world-class steel of all major varieties and grades

Advantage India

The National Steel Policy, 2017 (NSP) aims to make India a self-sufficient steel producing nation by 2030. The Policy will promote the indigenous industry to eliminate steel imports in the country by 2030. Reduction in import dependence for procuring coking coal, emphasis on BF / BOF technology, sharper focus on pelletisation and installation of slurry pipelines and conveyors, promotion of domestically manufactured steel in government procurement and production of value-added steel indigenously are the key goals of this Policy.

To achieve these targets, some Indian companies have undertaken capacity expansions, which will drive their market shares further in the coming years. The acquisition of debt-laden steel companies will reduce the time for ramping up existing capacities. Investments worth US\$210 billion would be required to achieve the targeted steel capacity of 300 million tonnes by 2030. Overall, the NSP will empower domestic steel makers by making them more competitive globally.

In the domestic market as well, there are multiple catalysts to drive steel industry growth. Relatively lower per capita steel consumption, healthy prospects of consumption demand on the back of buoyant infrastructure growth and strong growth in the automobile and railways sector being the prominent ones. Against this backdrop, it is expected domestic steel demand would grow by around 5% in the financial year 2018-19.

Union Budget 2018 Impetus

Higher infrastructure spending through various road projects under The Ministry of Road (including NHAI) and Pradhan Mantri Gram Sadak Yojana by 11% over the preceding year Railway allocation increased by 22% with focus on building infrastructure, stepping up safety and improving maintenance Measures aimed at enhancing farm income will bolster demand for automobiles and tractors. Improved prospects of automobile sector to aid domestic steel consumption

Domestic Growth Enablers

Rural Steel Demand

Rural India is expected to reach a per capita consumption from 12.11 kg to 14 kg for finished steel by CY20. The policies like Food for Work Programme (FWP) and Indira Awaas Yojana, Pradhan Mantri Gram Sadak Yojana and Affordable Housing, among others are expected to drive the demand.

Housing Demand

The allocation towards building houses in rural and urban areas under the PMAY scheme stood at ` 275 billion in the Union Budget 2018-19. Rising transparency in the real-estate sector following the implementation of The Real Estate (Regulation and Development) Act has bolstered the confidence of both investors and home buyers. In this scenario, housing demand is likely to accelerate going forward, leading to higher steel demand in the domestic market.

Renewable Energy

India aims to generate 275 GW of total renewable energy by CY27. Of the total pie, 72 GW will be from hydro-energy and 15 GW from nuclear energy. Nearly 100 GW is expected to come from 'other zero emission' sources. Both generation and transmission capacities are expected to raise steel demand from the sector.

Automobile

The automobile industry is estimated to grow by US\$260- 300 billion by 2026. With increasing capacity addition, steel demand is expected to be robust.

Outlook

According to the World Steel Association, consumption of finished steel products in India is estimated at 92 million tonnes in 2018 – a growth of 5.5% over 2017. Of the total incremental demand of 28.7 million tonnes in 2018 worldwide, India alone is likely to add steel demand of 4.8 million tonnes. Pegged at 5.5%, the domestic steel demand is likely to grow at a faster pace than the global steel demand. Steel demand worldwide is likely to grow by 1.8% in 2018. The nation's per capita steel consumption is likely to improve to 72-74 kgs in 2018-19. Clearly, Indian steel players are looking inwards to achieve higher growth. As China continues to trim its excess capacities in 2018 as well, and given the low-cost, higher quality products offered by Indian companies, opportunity to grow exports is also sizeable. Against this backdrop, Indian players having significant capacity expansions on the cards are well poised to tap into these opportunities over the next few years.

3. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an internal control system which monitors compliance to internal processes. It ensures that all transactions are authorised, recorded and reported correctly. The systems are routinely tested and certified by Statutory as well as Internal Auditors and cover all offices, plant facilities and key areas of business. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms.

To further strengthen the internal control process, the Risk Management Committee has documented control procedures covering all aspects of key financial and operating functions. The Company's internal control systems provide for:

- Adherence to applicable accounting standards and policies
- Accurate recording of transactions with internal checks, prompt reporting and timely action
- Compliance with applicable statutes, policies, listing requirements and management policies and procedures
- Review of capital investments and long term business plans
- Periodic review meetings to guide optimum utilization of resources
- Effective use of resources and safeguarding of assets

The Audit Committee reviews the effectiveness of internal control systems, and also provides timely updates on operating effectiveness and controls to senior management team. A CEO and CFO Certificate, forming part of the Corporate Governance Report, reinforces the effectiveness of internal controls and reiterate their responsibilities to report deficiencies to the Audit Committee and rectify any issues.

The auditors carry out periodic audits as per an agreed internal audit programme. They bring to the notice of management, issues which require their attention and also highlight the severity of the issue. Corrective actions are then set in place. The internal auditors report is reviewed by the Audit Committee and placed before the Board of Directors for their consideration

4. FINANCIAL OVERVIEW

During the period under review, the Company's revenue stood at Rs. 48,884.77 Lakhs compared to Rs. 30,857.29 Lakhs in the previous year. EBITDA stood at Rs. (7,627.59) Lakhs as compared to Rs. (5,910.98) Lakhs in previous year.

The increase in turnover is mainly due to uptrend in steel sectors, the Company's steel division's performance has turned around with its operations and Increased in Selling Prices of finished goods. The operation of Plant has been gradually increasing its capacity utilization.

The capital employed in the business stood at Rs. 1,13,184.54 Lakhs as on 31st March, 2018 as compared to Rs. 1,38,073.72 Lakhs as on 31st March, 2017.

The authorized share capital of the Company as at 31st March 2018 stood at Rs. 10,400 Lakhs divided into 3,400 Lakhs equity shares of Rs. 1/- each and 700 Lakhs Preference shares of Rs.10/- each.

During the year under review, there was no change in the authorised and paid up capital of the Company. As at 31st March, 2018 the reserves and surplus of the Company stood at Rs. (-) 15,145.03 Lakhs and the net worth stood at Rs. (-) 13,803.60 Lakhs.

5. DEBT POSITION

As of 31st March 2018, the Company had a total debt of Rs. 1,56,005.28 Lakhs. This includes long term debt including current maturities of Rs. 1,35,985.91 Lakhs and short term debt of Rs. 4,403.51 Lakhs.

6. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

During the year, the Company delivered value to its customers and investors. This was made possible by the relentless efforts of each and every employee. The Company has developed a robust and diverse talent pipeline which enhances OISL's organizational capabilities for future readiness, further driving greater employee engagement. Our human resource program is focused on attracting the right talent, providing excellent on the job training opportunities, and finally giving them the growth opportunities consistent with their aspirations. In addition, the trust our employees place in us is evident in our ability to retain key employees and senior executives during a challenging FY2018.

OISL has always enjoyed strong industrial relations. The company has a systematic grievance redressal system to further strengthen these relationships. This system encourages employees to share their views and opinion with the management. The Company reflects on this feedback and incorporates relevant changes into the existing policies, systems and processes.

During the period under review, the Company maintained a cordial relationship with its workforce. The Directors would like to place on record their appreciation and recognition towards all its employees who continue to exude confidence and commitment toward the Company

7. STATUTORY COMPLIANCE

The Managing Director makes a declaration to the Board of Directors every quarter regarding compliance with provisions of various statutes as applicable. The Company Secretary ensures compliance with the Companies Act, SEBI regulations and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance with the guidelines on insider trading for prevention of the same.

8. CAUTION STATEMENT

The above mentioned statements are only 'forward looking statements' based on certain assumptions and expectations. The Company's actual performance could differ materially from those expressed/ projected depending upon changes in various factors. The Company does not assume any responsibility to any change(s) in forward looking statements', on the basis of subsequent developments, information or events etc.

Important developments that could affect the Company's operations include a downward trend in the domestic automotive industry, competition, rise in input costs, exchange rate fluctuations, and significant changes in the political and economic environment in India, environmental standards, tax laws, litigation and labour relations.

Independent Auditor's Report

To the Members of OCL Iron and Steel Limited Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of OCL Iron and Steel Limited ('The Company'), which comprises the Balance Sheet as at 31st March 2018, the statement of Profit and Loss (including other comprehensive income), the statement of Change in Equity and the statement of Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The company's board of directors is responsible for the matters specified in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance [including other comprehensive income,] change in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards (Ind AS) prescribed under section 133 of the Act, read with relevant rules issued there under.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of Matter

- (i) **The Company's accumulated losses as on 31.03.2018 have resulted in complete erosion of its net worth. Further as on that date, the company's current liabilities substantially exceeded the current assets. These factors raise a substantial doubt about the company's ability to continue as a going concern in the foreseeable future. However, the company's financial statements have been prepared on going concern basis as per the management opinion disclosed in the said note. Our opinion is not modified in respect of this matter.**
- (ii) **The company has classified all its borrowings from banks as current liabilities, being declared as nonperforming assets (NPA) by the lenders. Our opinion is not modified in respect of this matter.**

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2018 and its loss, total comprehensive income, the change in equity and its cash flows for the year ended on that date read with the points mentioned in Emphasis of matter paragraph.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the act, we give in annexure A , a statement on the matters specified in paragraph 3 & 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the statement of Profit and Loss including Other Comprehensive Income, and the Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with relevant the books of account;
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on 31st March 2018 and taken on record by the board of directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the company's internal financial controls over financial reporting; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements [Refer Note no.34.1].
 - ii. the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the company.

For A. C. Gupta & Associates

Chartered Accountants

Firm's registration number: 008079N

A.C. Gupta

Partner

Membership number: 008565

New Delhi

May 30, 2018

Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2018.

- (i) In respect of the Company's property, plant and equipment:
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (b) As explained to us, the property, plant and equipment, according to the practice of the company have been physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of physical verification of property, plant and equipment is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) We have been informed that the inventories are physically verified during the period by the management at reasonable intervals. The frequency of physical verification, in our opinion, is reasonable having regard to the size of the company and nature of its business. The discrepancies noticed on verification between the physical inventories and the book records were not material in relation to the operation of the company and the same have been properly dealt with in the books of account.
- (iii) The Company has granted unsecured loans to wholly owned subsidiary which is covered in the register maintained under section 189 of the Companies Act, 2013 ('Act') during the period under review. Such loan is repayable on demand and as such there is no irregularity with regards to the amount being overdue as on 31st March 2018.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act 2013, in respect of loans, investments, guarantees and security.
- (v) Since the company has not accepted any deposit from public, the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has prescribed the maintenance of cost records under section 148 (1) of the Companies Act 2013 ('the Act'). On the basis of records produced before us for our verification, we are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. However we are neither required to carry out nor have carried out any detailed examination of such accounts & records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, there had been delays in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, GST duty of excise, value added tax, cess and other statutory dues with appropriate authorities during the year ended 31st March 2018. The outstanding amount as on 31st March, 2018 on account of statutory dues being Rs. 5,508.49 Lakh. According to the information and explanations given to us, arrears of undisputed statutory dues outstanding for a period of more than six months as on the date of balance sheet i.e. March 31, 2018, was Rs. 2,662.63 Lakh.

- (b) According to the information and explanations given to us, and as per our verification of records of the company, the company has not paid / deposited following statutory dues on account of disputes:

S.No.	Name of the Statute	Nature of Dues	Year to which it relates	Forum where dispute is pending	Amount (in Lakhs)
1	Central Sales Tax	CST	2002-03	Tribunal	1.00
2	Central Sales Tax	CST	2004-05	Odisha Sales Tax Tribunal	79.33
3	Central Sales Tax	CST	2006-07	Odisha Sales Tax Tribunal, Cuttack	8.98
4	Central Sales Tax	CST	2007-08	Odisha Sale Tax TRIBUNAL, Cuttack	17.18
5	Central Sales Tax	CST	2010-11	Odisha Sales Tax Tribunal, Cuttack	20.30
6	Central Sales Tax	CST	2009-10	Joint Commissioner of Central Sales Tax, Jajpur	14.91
7	Central Sales Tax	CST	2011-12	Odisha Sales Tax Tribunal, Cuttack	23.67
8	Central Sales Tax	CST	2011-13	Odisha Sales Tax Tribunal, Cuttack	58.25
9	Central Sales Tax	CST	2013-14	Odisha Sale Tax TRIBUNAL, Cuttack	2.72
10	Central Sales Tax	CST	2014-15	Odisha Sale Tax TRIBUNAL, Cuttack	81.45
11	Central Service Tax	Service Tax	2006-12	Addl. Commissioner, (Adjn.) Commissionerate Office, Bhubaneswar	30.00
12	Central Service Tax	Service Tax	2011-16	Addl. Commissioner (Audit), Rourkela Circle, Bhubaneswar	75.89
13	Central Service Tax	Service Tax	2008-10	Commissioner, Commissionerate Office, Bhubaneswar	275.73
14	Central Excise Tax	Cenvat	2005-06	CESTAT	23.68
15	Odisha Entry Tax	State Entry Tax	2002-03	Tribunal	0.07
16	Odisha Entry Tax	State Entry Tax	2005-06	Joint Commissioner of Sales Tax, Sundergarh	2.66
17	Odisha Entry Tax	State Entry Tax	2006-07	Addl. Commissioner of Sales Tax, Odisha, Cuttack	3.05
18	Odisha Entry Tax	State Entry Tax	2007-08	Commissioner of Sales Tax, Odisha, Cuttack	23.55
19	Odisha Entry Tax	State Entry Tax	2007-10	Addl. Commissioner of Sales Tax, North Zone Sambalpur	4.07
20	Odisha Entry Tax	State Entry Tax	2010-12	Commissioner of Sales Tax, Odisha, Cuttack	3.52

21	Odisha Entry Tax	State Entry Tax2011-13		Commissioner of Sales Tax, Odisha, Cuttack	20.58
22	Odisha Entry Tax	State Entry Tax2011-13		Odisha High Court	7.38
23	Odisha Entry Tax	State Entry Tax2011-13		Odisha High Court	51.30
24	Rajasthan Entry Tax	State Entry Tax2011-16		Assistant Commissioner of Commercial Taxes	683.57
25	Odisha Sales Tax	VAT	2005-06	Addl. Commissioner of Sales Tax Odisha, Cuttack	473.68
26	Odisha Sales Tax	VAT	2006-07	Odisha Sales Tax Tribunal, Cuttack	36.17
27	Odisha Sales Tax	VAT	2007-08	Odisha Sales Tax Tribunal, Cuttack	6.57
28	Odisha Sales Tax	VAT	2009-10	Commissioner of Sales Tax, Odisha, Cuttack	25.01
29	Odisha Sales Tax	VAT	2009-10	Addl. Commissioner of Commercial Taxes, Jajpur Road	8.64
30	Odisha Sales Tax	VAT	2010-11	Sales Tax Officer, Keonjhar	3.51
31	Odisha Sales Tax	VAT	2010-12	Commissioner of Sales Tax, Odisha, Cuttack	16.77
32	Odisha Sales Tax	VAT	2011-13	Commissioner of Sales Tax, Odisha, Cuttack	37.67
33	Odisha Sales Tax	VAT	2011-13	Odisha High Court	35.14
34	Odisha Sales Tax	VAT	2011-13	Odisha High Court	76.80
TOTAL					2,232.80

- (viii) According to the information and explanations given to us and as per our verification of the records of the company, there had been delays in payment of instalments and Interest of term loans and foreign currency loans to the banks during the period. In view of the persisting defaults, entire term loans amounting to Rs. 1,35,985.91 Lakhs [including interest due thereon] is under default.
- (ix) According to the information and explanations given to us, and as per our verification of the records of the company, the company has not raised moneys by way of initial public offer or further public offer (Including debt instruments). The term loans availed by the company have been applied for the purpose for which the loans were obtained.
- (x) According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the Year ended 31st March 2018.
- (xi) According to the information and explanations give to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, and according to the information and explanations given to us, the company is not a Nidhi company. Therefore, the provisions of Clause 3 (xii) of the Order are not applicable to the company.
- (xiii) According to the information and explanations given to us and as per our verification of the records of the company all transactions with the related parties are in compliance with the Sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and as per our verification of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under review. Accordingly, the provisions of Clause 3 (xiv) of the order are not applicable to the company.
- (xv) According to the information and explanations given to us, and as per our verification of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3 (xv) of the order are not applicable to the company.
- (xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the order are not applicable to the company.

For A.C. Gupta & Associates

Chartered Accountants

Firm's registration number: 008079N

A.C. Gupta

Partner

Membership number: 008565

New Delhi

May 30, 2018

Annexure - B to the Independent Auditors' Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of OCL Iron and Steel Limited ("the Company") as of 31st March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may

become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A.C. Gupta & Associates

Chartered Accountants

Firm's registration number: 008079N

A.C. Gupta

Partner

Membership number: 008565

New Delhi

May 30, 2018

Balance Sheet as at 31st March 2018

(Rupees In Lakhs)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
(A) ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3	144,152.15	155,249.28
(b) Capital work-in-progress	3	8,713.10	5,443.70
(c) Financial assets			
Investment	4	19,860.50	19,860.50
Other Financial Assets	5	173.55	1,206.30
(d) Deferred tax assets (net)	6	25,595.81	18,682.57
(e) Other non-current assets	7	22,882.37	22,903.35
Sub total-Non-current assets		221,377.48	223,345.70
2 Current assets			
(a) Inventories	8	3,854.78	3,207.92
(b) Financial assets			
Investments	9	-	22.78
Trade receivables	10	1,740.69	2,214.83
Cash and cash equivalents	11	310.31	1,533.22
Other financial assets	12	69.25	75.85
(c) Current Tax Assets(Net)	13	343.47	320.71
(d) Other current assets	14	3,915.98	6,253.58
Sub total-Current assets		10,234.48	13,628.89
TOTAL-ASSETS		231,611.96	236,974.59
(B) EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	15	1,341.43	1,341.43
(b) Other equity	16	(15,145.03)	10,313.97
Sub total-Equity		(13,803.60)	11,655.40
2 Liabilities			
Non-current liabilities			
(a) Financial liabilities			
Borrowings	17	15,615.86	13,842.84
(b) Provisions	18	517.59	503.41
(c) Other non-current liabilities	19	69,256.02	70,623.06
Sub total-Non-current liabilities		85,389.47	84,969.31
Current liabilities			
(a) Financial liabilities			
Borrowings	20	4,476.29	4,397.92
Trade payables	21		
(i) Total outstanding dues of Micro enterprises & Small enterprises		125.68	140.76
(ii) Total outstanding dues other than Micro enterprises & Small enterprises		9,203.66	4,599.15
Other financial liabilities	22	135,985.91	124,804.95
(b) Other current liabilities	23	10,169.81	6,360.92
(c) Provisions	24	64.74	46.18
Sub total-Current liabilities		160,026.09	140,349.88
TOTAL EQUITY AND LIABILITIES		231,611.96	236,974.59

NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-37

As per our report of even date attached.

For A.C GUPTA & ASSOCIATES

Chartered Accountants
Firm Regd. No. 008079N

Sd/-
A.C Gupta
Partner
Membership No.: 008565

Sd/-
B.P. Mishra
Managing Director

Sd/-
Kamadev Behera
Chief Financial Officer

PLACE : New Delhi
DATE : 30th May, 2018

For and on behalf of the Board

Sd/
Sanjay Tiku
Director

Sd/-
Khushboo Chugh
Company Secretary

Statement of Profit and Loss for the year Ended 31st March, 2018

(Rupees In Lakhs)

Particulars	Note No.	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
I Revenue from operations	25	48,427.51	30,541.16
I Other Income	26	457.26	316.13
III Total Revenue (I+II)		48,884.77	30,857.29
IV Expenses:			
Cost of materials consumed	27	40,739.27	22,827.52
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	(1,017.00)	1,135.94
Employee benefit expenses	29	2,176.24	2,162.42
Financial costs	30	15,711.03	13,117.81
Depreciation and amortization expenses	31	9,071.52	9,504.57
Other expenses	32	14,613.85	10,642.39
Total Expenses (IV)		81,294.91	59,390.65
V Profit before tax (III-IV)		(32,410.14)	(28,533.36)
VI Tax expense:			
Deferred tax		(6,924.95)	(10,576.03)
VII Profit(Loss) for the period from continuing operations (V-VI)		(25,485.19)	(17,957.33)
VIII Profit/(loss) from Discontinued operations (after tax)		-	-
IX Profit/(loss) for the period (VII+VIII)		(25,485.19)	(17,957.33)
X Other Comprehensive Income	33		
A) (i) Items that will not be reclassified to profit or loss		42.11	32.12
ii) Income tax relating to items that will not be reclassified to profit or loss		(13.01)	(9.92)
Total of Other comprehensive Income		29.10	22.20
XI Total Comprehensive Income/(Loss) for the period (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(25,456.09)	(17,935.13)
XII Earning per equity share(for continuing operation):	34		
(1) Basic		(19.00)	(13.39)
(2) Diluted		(19.00)	(13.39)
Earning per equity share(for discontinued operation):	34		
(1) Basic		-	-
(2) Diluted		-	-
Earning per equity share(for continuing & discontinued operation):	34		
(1) Basic		(19.00)	(13.39)
(2) Diluted		(19.00)	(13.39)
XIII NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-37		

As per our report of even date attached.

For A.C GUPTA & ASSOCIATES

Chartered Accountants
Firm Regd. No. 008079N

Sd/-
A.C Gupta
Partner
Director
Membership No.: 008565

Sd/-
B.P. Mishra
Managing Director

Sd/-
Sanjay Tiku
Director

Sd/-
Kamadev Behera
Chief Financial Officer

Sd/-
Khushboo Chugh
Company Secretary

PLACE : New Delhi
DATE : 30th May, 2018

Statement of Changes in Equity for the period ended 31st March, 2018

A. Equity Share Capital

(Rupees in Lakhs)

Balance as at April 1, 2016	Changes during the Period	Balance as at March 31, 2017
1,341.43	-	1,341.43
Balance as at April 1, 2017	Changes during the Period	Balance as at March 31, 2018
1,341.43	-	1,341.43

B. Other Equity

(Rupees in Lakhs)

Particulars	Reserves and Surplus					Other Comprehensive Income (OCI)		Total
	Capital Reserve	Preference Share Redemption Reserve	General Reserve	Retained Earnings	Equity Component of Compound financial Instruments (Preference Share)	Re-measurement of net Defined Benefits Obligation	FVTOCI-Equity Instrument	
As at 01.04.2017	4,817.29	2,120.20	1,494.74	(40,249.38)	42,090.69	38.50	1.93	10,313.97
Total Comprehensive Income for the year	-	-	-	(25,485.17)	-	28.10	1.00	(25,456.07)
Reclassification to profit & Loss	-	-	-	-	-	-	(2.93)	(2.93)
As at 31.03.2018	4,817.29	2,120.20	1,494.74	(65,734.55)	42,090.69	66.60	-	(15,145.03)

Particulars	Reserves and Surplus					Other Comprehensive Income (OCI)		Total
	Capital Reserve	Preference Share Redemption Reserve	General Reserve	Retained Earnings	Equity Component of Compound financial Instruments (Preference Share)	Re-measurement of net Defined Benefits Obligation	FVTOCI-Equity Instrument	
As at 01.04.2016	4,817.29	2,120.20	1,494.74	(22,292.05)	42,090.69	17.65	0.58	28,249.10
Total Comprehensive Income for the year	-	-	-	(17,957.33)	-	20.85	1.35	(17,935.13)
As at 31.03.2017	4,817.29	2,120.20	1,494.74	(40,249.38)	42,090.69	38.50	1.93	10,313.97

C. Notes forming part of the financial statement 1 - 37

For and on behalf of the Board

As per our report of even date attached

For A.C. Gupta & Associate
Chartered Accountants
ICAI Firm Regd. No. 008079N

Sd/-
A.C. Gupta
Partner
Membership No. - 008565

Place : New Delhi
Dated : 30th May, 2018

Sd/-
B.P. Mishra
Managing Director

Sd/-
Kamadev Behera
Chief Financial Officer

Sd/-
Sanjay Tiku
Director

Sd/-
Khushboo Chugh
Company Secretary

Statement of Cash Flow for the year ended 31st March, 2018

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
A Cash Flow From Operating Activities		
Profit /(Loss) Before Tax	(32,410.14)	(28,533.36)
Adjustment for :		
Depreciation	9,071.52	9,504.57
Financial Expense	15,711.03	13,117.81
Interest Income	(87.62)	(202.34)
(Profit)/Loss on disposal of Property,Plant & Equipment	(236.34)	15.77
(Profit)/Loss on disposal of investment	(4.41)	-
Operating Profit Before Working Capital Changes	(7,955.96)	(6,097.55)
Adjustment For Working Capital Changes		
Inventories	(646.86)	3,676.51
Investment	24.41	-
Trade receivables	474.14	(409.44)
Other Financial Assets	3.70	10.00
Other Current Assets	2,337.60	(2,166.65)
Current Liabilities, Non Current Liabilities and Provisions	7,145.60	12,707.99
Net Cash Flow From Working Capital Changes	9,338.59	13,818.41
Cash Flow From Operating Activities	1,382.63	7,720.86
Income Tax (Paid) / Refund (incl TDS)	(22.76)	(33.01)
Net Cash Flow From Operating Activities	1,359.87	7,687.85
B Cash Flow From Investing Activities		
Payment for purchase of Property,Plant & Equipment	(40.42)	(177.78)
Proceeds from disposal of Property,Plant & Equipment	279.59	53.58
Adjustment to Capital Work in Progress , Non Current Assets	(192.88)	(1,130.73)
Interest Income Received	90.52	196.78
Net Cash Flow From Investing Activities	136.81	(1,058.15)
C Cash Flow From Financing Activities		
Repayment of Long Term Borrowings	(1,307.30)	(3,082.35)
Proceeds from Long Term Borrowings	-	-
Finance Expenses Paid	(1,412.29)	(3,887.09)
Net Cash Flow From Financing Activities	(2,719.59)	(6,969.44)
Net Increase /(Decrease) In Cash or Cash Equivalents	(1,222.91)	(339.74)
Cash and Cash Equivalents at the beginning of the year	1,533.22	1,872.96
Cash and Cash Equivalents at the end of the year	310.31	1,533.22

D NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-37

As per our report of even date attached.

For and on behalf of the Board

For A.C GUPTA & ASSOCIATES

Chartered Accountants
Firm Regd. No. 008079N

Sd/-
A.C Gupta
Partner
Director
Membership No.: 008565

Sd/-
B.P. Mishra
Managing Director

Sd/-
Sanjay Tiku
Director

Sd/-
Kamadev Behera
Chief Financial Officer

Sd/-
Khushboo Chugh
Company Secretary

PLACE : New Delhi
DATE : 30th May, 2018

Notes to the Standalone Financial Statements

1. Company Overview

M/s. OCL Iron and Steel Limited (hereinafter referred to as "OISL" or "the Company") was established in the year 2001-02 as coal based Direct Reduced Iron (DRI) production unit at Rajgangpur, District Sundergarh, Orissa. OISL further forayed in to steel making by setting –up steel melt shop (SMS) and billet casting facilities.

OCL Iron and Steel Limited (OISL) has taken initiative in expansion of plant by setting-up additional DRI Kilns, Coal Washery, Power Plant, Steel Melt Shop, Rolling Mills and associates Raw Material Handling System, utility & Electricals.

The Company is a public limited company incorporated in India. As at March 31, 2018, Garima Buildprop Private Limited, the holding company owned 68.39% of the Company's equity share capital.

The financial statements for the year ended March 31, 2018 were approved by Board of Directors and authorized for issue on May 30, 2018.

2. Significant Accounting Policies

2.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values; the provisions of the Companies Act, 2013 ('Act') (to the extent notified and applicable); and guidelines issued by the Securities and Exchange Board of India (SEBI). The IND AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The company has adopted all notified Indian Accounting standards to the extent applicable. The adoption was carried out in accordance with IND AS 101 (First time adoption of Indian Accounting Standards). The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in notes.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.2.1 Useful lives of property, plant and equipment

The company reviews the useful life of property, plant and equipment at the end of each reporting period or more frequently. This reassessment may result in change in depreciation expense in future periods.

2.2.2 Valuation of deferred tax assets / liabilities

The company reviews the carrying amount of deferred tax assets / liabilities at the end of each reporting period. The Policy for the same has been explained under Note 2.8

2.2.3 Provisions and contingent liabilities

A provision is recognised when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

2.3 Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty/GST and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured regardless of when the payment is being made. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- All Expenses and income are accounted on accrual basis.

2.4 Employee benefits

● Long - Term Employee Benefits

The liability for gratuity & leave encashment is determined using Projected Unit Credit [PUC] Method and is accounted for on the basis of actuarial valuation in Accordance with Ind AS - 19. The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. The current service cost is included in the employee benefit expense in the statement of profit & loss account. The interest cost calculated by applying the discount rate to the net balance of defined benefit obligation, is included in the finance cost in the statement of profit & loss account.

● Short-Term Employee Benefits

Short-term employee benefits include performance incentive, salaries & wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

2.5 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset.

Processing fee paid for borrowings is amortised over the term of long term loan through statement of profit & loss. All other borrowing costs are expensed in the period in which they occur.

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of preference shares is determined using amortised cost method and is charged to the statement of profit & loss.

2.6 Depreciation & amortisation

The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods, useful lives and residual values are reviewed at each reporting period. Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

Leasehold assets are amortised equally over the period of their lease.

2.7 Impairment of Assets

i) Financial assets (other than at fair value)

The company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction.

(i) Non-financial assets

a) Property, Plant & equipment and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss.

b) Investment in subsidiaries

Investment held by the company as on the date of transition date i.e. 01.04.2015 is valued at cost. Investments made in subsidiaries, after the transition date, have been valued at Fair Value Through Other Comprehensive Income [FVTOCI].

c) Investment in associates / Joint Ventures

Investment held by the company in associates / joint ventures as on the date of transition date i.e. 01.04.2015 is valued at cost. Investments made in associates / joint ventures, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

d) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments are have been classified as FVTPL.

2.8 Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax in future periods. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that future economic benefits associated with it flow to the company and the asset can be measured reliably.

2.9 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant & equipment also includes initial estimates of dismantling cost and restoring the site to its original position, on which the site is located. For transition to Ind AS, the company has elected to continue with net carrying value of all its property, plant and equipment recognized as on 01.04.2015 measured as per the previous GAAP in accordance with the principles of Part B of Schedule II of the Companies Act, 2013.

2.10 Financial instruments

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets (Except Net Investments) and financial liabilities (Except Borrowings) are recognized at fair value on initial recognition, except for trade receivables and security deposits, which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

De-recognition of financial instruments

The company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under IND AS 109. A financial liability (or a part of a financial liability) is de-recognised from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.11 Borrowings

Borrowings are initially measured at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Preference shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not re-measured in subsequent years.

2.12 Investments

a) Investment in subsidiaries

Investment held by the company in subsidiaries as on the date of transition date i.e. 01.04.2015 is valued at cost. Investments made in subsidiaries, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

b) Investment in associates / Joint Ventures

Investment held by the company in associates / joint ventures as on the date of transition date i.e. 01.04.2015 is valued at cost. Investments made in associates / joint ventures, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

c) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value Through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments are have been classified as FVTPL.

2.13 Provisions

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2.14 Inventories

- Raw Materials and Goods under process are valued at cost (Net of provision for diminution) or *Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories of Raw Materials and stores and Spares is ascertained on FIFO basis.
- Cost of goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.
- *Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

2.15 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.16 Excise Duty and GST

Excise Duty and GST is paid on clearance of goods but is accounted for in the books on accrual basis. Accordingly, provision for excise duty is made for goods lying in the Bonded Warehouse.

2.17 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.18 Cash Flow Statement

- Cash flows are reported using the indirect method, except in case of dividend which has been considered on the basis of actual movement of cash with corresponding adjustments of assets and liabilities and where by profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.19 Dividends

- Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

2.20 Leases

- Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower.
- Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognized in the year in which such benefits accrue.

Note: 3 Property, plant and equipment

(Rupees in Lakhs)

	Particulars	Land-Freehold	Land-Leasehold	Building	Plant and Equipment	Furnitures & Fixtures	Vehicles	Total	Capital Work in Progress
GROSS BLOCK	Carrying Value								
	As at 1.04.2017	562.73	3,289.80	14,603.15	154,343.95	244.86	105.02	173,149.51	
	Additions	–	–	0.77	30.01	9.64	–	40.42	
	Disposals	43.25	–	423.36	1,596.92	–	–	2,063.53	
	As at 31.03.2018	519.48	3,289.80	14,180.56	152,777.04	254.50	105.02	171,126.40	
DEPRECIATION	As at 31.03.2017	–	144.28	1,461.86	16,164.61	76.45	53.03	17,900.23	
	Additions	–	33.31	606.94	8,618.14	26.30	15.37	9,300.06	
	Deductions	–	–	26.81	201.73	–	–	228.54	
	Capitalised	–	–	–	0.84	1.66	–	2.50	
	As at 31.03.2018	–	177.59	2,041.99	24,581.86	104.41	68.40	26,974.25	
NET BLOCK	As at 31.03.2017	562.73	3,145.52	13,141.29	138,179.34	168.41	51.99	155,249.28	5,443.70
	As at 31.03.2018	519.48	3,112.21	12,138.57	128,195.18	150.09	36.62	144,152.15	8,713.10

Note: 4 Investments*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Equity Instrument Unquoted Long Term (At Cost) Domestic Subsidiaries		
i) 1,98,50,000 (31 March 2017 : 1,98,50,000) of Oriental Iron Casting Ltd. of Rs 10 each	19,850.00	19,850.00
99.75% (31 March 2017 : 99.75%) of Equity Shares held		
ii) 50,000 (31 March 2017 : 50,000) of Aron Auto Ltd. of Rs 10 each	5.00	5.00
100% (31 March 2017 : 100%) of Equity Shares held		
iii) 5000(31 March 2017 : 5,000) of Krisum Mines & Minerals Private Limited of Rs 10 each	0.50	0.50
50% (31 March 2017 : 50%) of Equity Shares held		
iv) 49,994 (31 March 2017 : 49,994) of OISL Auto Ltd of Rs 10 Each	5.00	5.00
99.99% (31 March 2017 : 99.99%) of Equity Shares held		
TOTAL	19,860.50	19,860.50

Particulars	As at 31.03.2018	As at 31.03.2017
Aggregate value of Unquoted Investment	19,860.50	19,860.50

Note: 5 Other Financial Assets*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Security Deposit (Unsecured, Considered Good)	154.03	153.13
ii) Fixed Deposits (held as margin money against Letter of Credits/Bank Guarantees)*	19.52	1,037.59
iii) Fixed Deposits (Maturing after 12 months)	–	15.58
TOTAL	173.55	1,206.30

*Fixed Deposits , as on 31st March 2018, 31st March 2017 and 1st April 2015 includes restricted bank balance of Rs 1037.59 Lacs, Rs 1106.99 Lacs and Rs 2256.38 lacs respectively. The restriction is primarily on account of cash and balance held as margin money deposited against gurantee /LC's issued by bank.

Note: 6 Deferred Tax Assets (Net)*(Rupees in Lakhs)*

S.No.	Particulars	As at 31.03.2018	As at 31.03.2017
i)	Deferred Tax Liabilities		
a)	On account of depreciation of fixed Assets	17,199.09	15,424.09
b)	On items of Other Comprehensive income	21.65	9.93
		17,220.74	15,434.02

ii) Deferred Tax Assets		
a) On Account of carry forward losses/amortisation of expenses	42,816.55	34,116.59
	<u>42,816.55</u>	<u>34,116.59</u>
TOTAL	25,595.81	18,682.57

Note: 7 Other Non Current Assets *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Long Term Advance* (Unsecured, Considered Good)	22,745.12	22,766.10
ii) MAT Credit Entitlement	137.25	137.25
TOTAL	22,882.37	22,903.35

Note: No loan is given to any director or other officer of the company.

* Includes subscription money of Rs. 383.71 lacs towards shares in Joint Venture Radhikapur (west) Coal Mining Pvt Ltd.

Note: 8 Inventories (As Certified by the Management) *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Raw Material*	1607.25	2,230.62
ii) Raw Material in Transit	233.24	–
iii) Work-in-Progress	713.04	300.96
iv) Finished Goods	783.14	178.22
v) Stores & Spares	518.11	498.12
TOTAL	3,854.78	3,207.92

Refer Point No 2.14 of Significant Accounting Policies for mode of valuation of inventories

*Raw Material stock includes stock of Sized Iron Ore, Coal, Iron Lumps, Steel Coil, Scrap etc. The non moving inventory classified as other current assets as on 31.03-2017 relating to Auto Division was valued at Net realizable value of Rs. 99.90 Lakhs.

Note: 9 Investments *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Investment in SBI mutual Fund	–	22.78
TOTAL	–	22.78

Note : SBI Dual Advantage Fund Series-7 (Regular Plan Growth) 2,00,000 (2,00,000) units and Market Rate as on 31.03.2017 is Rs 11.39.

(Rupees in Lakhs)

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Aggregate value of quoted Investment	–	22.78
	<u>–</u>	<u>22.78</u>

Note: 10 Trade Receivable*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured		
i) Outstanding for a period exceeding six months		
a) Considered Good	957.29	1,285.84
b) Considered Doubtful	–	65.14
Less: Provision for Bad and Doubtful Debts	–	65.14
	<u>957.29</u>	<u>1,285.84</u>
ii) Other Receivables		
b) Unsecured, Considered Good :	783.40	928.99
TOTAL	<u>1,740.69</u>	<u>2,214.83</u>

Note: 11 Cash and Cash equivalents*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Cash on Hand	2.67	3.82
ii) Balance With Banks		
a) In Current Accounts	207.59	333.91
b) Bank Deposits (Maturing within 12 months)	11.45	571.10
c) Bank Deposits* (held as margin against Letter of credit/Bank Guarantees)	88.60	624.39
TOTAL	<u>310.31</u>	<u>1,533.22</u>

*Cash and cash equivalents, as on 31st March 2018, 31st March 2017 includes restricted bank balance of Rs 88.60 Lacs, and Rs 624.39 lacs respectively. The restriction is primarily on account of cash and balance held as margin money deposited against guarantee /LC's issued by bank.

Note: 12 Other Financial Assets*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Interest Accrued on FDR	42.02	44.92
ii) Staff Advances	27.23	30.93
TOTAL	<u>69.25</u>	<u>75.85</u>

Note: 13 Current Tax Assets (Net)*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Advance Tax & TDS (Net)	343.47	320.71
TOTAL	<u>347.47</u>	<u>320.71</u>

Note: 14 Other Current Assets*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Loans & Advances		
a) Unsecured, Considered Good	3,915.98	5,004.84
ii) Inventories not moved for over one year*	–	1,248.74
TOTAL	3,915.98	6,253.58

*Refer Note 8.

Note: 15 Equity Share Capital*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
1 AUTHORIZED CAPITAL		
i) 34,00,00,000 (31 March 2017 : 34,00,00,000, 1 April 2015 : 34,00,00,000) Equity Shares of Rs.1/- each	3,400.00	3,400.00
ii) 7,00,00,000 (31 March 2017 : 7,00,00,000, 1 April 2015 : 7,00,00,000) Preference Shares of Rs.10/- each	7,000.00	7,000.00
	10,400.00	10,400.00
2 ISSUED , SUBSCRIBED & PAID UP CAPITAL		
i) 13,41,43,160 (31 March 2017 : 13,41,43,160) Equity Shares of Rs.1/- each	1,341.43	1,341.43
TOTAL	1,341.43	1,341.43

Note: 15.1 Reconciliation of Share**a) Equity Shares***(Rupees in Lakhs)*

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	Amount	Number of Shares	Amount
Number of Shares at the beginning	13,41,43,160.00	1,341.43	13,41,43,160.00	1,341.43
Add : Shares Issued	–	–	–	–
Number of Shares at the end	13,41,43,160.00	1,341.43	13,41,43,160.00	1,341.43

b) Preference Shares**(Rupees in Lakhs)*

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares	Amount	Number of Shares	Amount
Number of Shares at the beginning	5,30,05,000.00	5,300.50	5,30,05,000.00	5,300.50
Add : Shares Issued	–	–	–	–
Number of Shares at the end	5,30,05,000.00	5,300.50	5,30,05,000.00	5,300.50

* Shown under the head Borrowings in note no 17 in terms of IND AS

c) Right, preferences and restrictions attached to shares

Equity Shares :

The Company has Issued equity shares having a par value of Rs 1/- per share. Each shareholder is eligible to one vote per share held and carry a right to dividend. The dividend, if proposed by the Board of Directors, is subjected to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity share held by the shareholders.

Preference Shares :

The Company currently has Issued 2% non cumulative redeemable preference shares of Rs 10/- each. Preference shares will not be redeemed before 10 years & not later than 18 years from the date of allotment at such premium as may be decided by the board of directors in accordance with the provision of Companies Act, 2013 or any re-enactment thereof.

Note: 15.2 Details of Shareholders Holding more than 5% Share Capital

Particulars	As at 31.03.2018		As at 31.03.2017	
	Number of Shares (In Lakhs)	% of Holding	Number of Shares (In Lakhs)	% of Holding
Equity Shares				
Garima Buildprop Pvt Ltd	917.37	68.39%	917.37	68.39%
Preference Share Capital				
Brassco Estate Pvt Ltd	530.05	100%	530.05	100%

Note: 16 Other Equity

(Rupees in Lakhs)

S.No.	Particulars	As at 31.03.2018	As at 31.03.2017
i)	Capital Reserve		
	Opening Balance	4,817.29	4,817.29
	Closing balance	4,817.29	4,817.29
ii)	Preference Shares Redemption Reserve		
	Opening Balance	2,120.20	2,120.20
	Closing balance	2,120.20	2,120.20
iii)	General Reserve		
	Opening Balance	1,494.74	1,494.74
	Addition/(deduction) during the period (net)	—	—
	Closing balance	1,494.74	1,494.74
iv)	Retained Earnings		
	Opening Balance	(40,249.38)	(22,292.05)
	Add: Addition during the year	(25,485.17)	(17,957.33)
	Closing balance	(65,734.55)	(40,249.38)

v) Equity component of Compound financial Instruments (Preference Shares)		
Opening Balance	42,090.69	42,090.69
Add: Addition during the year	–	–
Closing balance	42,090.69	42,090.69
vi) Other Comprehensive Income (OCI)(Net of Tax)		
Opening Balance	40.43	18.23
Add: Addition during the year	29.10	22.20
Less: Deletion during the year	2.93	–
	66.60	40.43
TOTAL	(15,145.03)	10,313.97

Note: 17 Borrowing *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured Liability Component of Compound Financial Instruments		
i) 5,30,05,000 (31 March 2017 :5,30,05,000, 1 April 2015 : 5,30,05,000) 2% Non-cummulative Redeemable Preference Shares of Rs.10/- each fully paid	15,615.86	13,842.84
TOTAL	15,615.86	13,842.84

Note: 18 Provision *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Provision from Employee Benefits		
a) Gratuity	158.81	154.02
b) Leave Encashment	113.88	122.00
ii) Provision for Dismantling	244.90	227.39
TOTAL	517.59	503.41

Note: 19 Other Non Current Liabilities *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Advance Against Long Term Supply Contracts	62,523.21	61,860.76
ii) Other Long Term Liabilities	6,732.81	8,762.30
TOTAL	69,256.02	70,623.06

Note: 20 Borrowings*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Depsoits/ retention money	72.78	73.29
ii) Loans From Banks*	4,403.51	4,324.63
TOTAL	4,476.29	4,397.92

*Working capital facilities are secured by hypothecation of raw material, semi-finished goods, stock-in-process, consumable stores and book debts of the company.

Note: 21 Trade Payables*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Trade Payable		
(A) Total outstanding dues of micro and small enterprises		
(a) The principle amount relating to micro and small enterprises	125.68	140.76
(b) The Interest amount due but not paid	-	-
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(f) the amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure u/s 23 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(B) Total outstanding dues of creditor other than micro and small enterprises	9,203.66	4,599.15
TOTAL	9,329.34	4,739.91

Note: 22 Other Current Financial Liabilities*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Term Loan from Bank*	111,372.28	112,575.48
ii) Interest due but not paid on borrowings	24,613.63	12,229.47
TOTAL	135,985.91	124,804.95

* Since all term loans have become payable on demand in view of defaults in repayment of installment/ part of interest, entire term loan has been shown as current liabilities.

Note: 23 Other Current Liabilities*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Statutory Dues	5,508.49	3,104.03
ii) Unclaimed Bonus	6.40	6.40
iii) Personnel Expenses Payable	266.17	145.98
iv) Other expense payable	339.52	194.89
v) Advance from Customers	2,592.18	1,181.41
vi) Other Liabilities	1,457.05	1,728.21
TOTAL	10,169.81	6,360.92

Note: 24 Provisions*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Provision for Employee Benefits		
a) Provision for Bonus	46.72	38.22
b) Provision for Gratuity	9.11	1.54
c) Provision for Leave Encashment	8.91	6.42
TOTAL	64.74	46.18

Note: 25 Revenue from operation*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Sale of Products (Including Excise duty)*	47,298.25	29,581.29
ii) Other Operating Revenues	1,129.26	959.87
TOTAL	48,427.51	30,541.16

*Includes Sponge Iron, Steel Billets, steel coil, Cold Rolling & Other Steel Auto Components.

Note: 26 Other Income*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Interest Income including TDS Rs 22.12 lacs (Previous year TDS Rs 36.08 lacs)	87.62	202.34
ii) Other Income	128.89	113.79
iii) Profit on disposal & property, plant & equipment	236.34	-
iv) Profit on sale of short term investment	4.41	-
TOTAL	457.26	316.13

Note: 27 Cost of Material Consumed*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Opening Stock Raw material	3,479.36	4,732.37
ii) Add: Purchase of raw material	38,867.16	21,574.51
iii) Less: Closing Stock of Raw material	1,607.25	3,479.36
TOTAL	40,739.27	22,827.52

Note: Consumption of Imported and Indigenous Raw materials*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018		For the Year Ended 31.03.2017	
	%	Amount	%	Amount
i) Imported	Nil	Nil	Nil	Nil
ii) Indigenous	100	40,739.27	100	22,827.52

Note: 28 Change in Inventories of Finished Goods, Work in Progress and Stock in Trade*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Opening Stock of WIP	300.95	512.80
ii) Less: Closing Stock of WIP	713.04	300.95
	(412.09)	211.85

iii)	Opening Stock of Finished Goods	178.23	1,102.32
iv)	Less: Closing Stock of Finished Goods	783.14	178.23
		<u>(604.91)</u>	<u>924.09</u>
	TOTAL	<u>(1,017.00)</u>	<u>1,135.94</u>

Note: 29 Employee Benefits Expenses

(Rupees in Lakhs)

S.No.	Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i)	Salaries and Wages	1,884.12	1,841.33
ii)	Contribution to provident and other Funds	169.80	171.83
iii)	Staff Welfare Expenses	122.32	149.26
	TOTAL	<u>2,176.24</u>	<u>2,162.42</u>

Note: 30 Finance Costs

(Rupees in Lakhs)

S.No.	Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i)	Interest Expenses	12,769.87	10,696.66
ii)	Interest on Liability Component of Compound Financial Instruments	1,773.02	1,544.32
iii)	Interest cost on Dismantling	17.51	16.84
iv)	Interest cost on Employee Benefits Obligations	19.95	20.05
v)	Other Borrowing Costs	1,130.68	839.94
	TOTAL	<u>15,711.03</u>	<u>13,117.81</u>

Note: 31 Depreciation and Amortization Expense

(Rupees in Lakhs)

S.No.	Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i)	Depreciation & Amortization	9300.07	9,504.57
ii)	Reversal of earlier years	(228.55)	—
	TOTAL	<u>9,071.52</u>	<u>9,504.57</u>

Note: 32 Other Expenses

(Rupees in Lakhs)

S.No.	Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
A	Manufacturing Expenses		
i)	Consumption of Stores and Spares Parts	2,106.40	2,286.33
ii)	Excise Duty on Stock and Others	171.48	(103.66)
iii)	Excise Duty on Sale of products	6,981.32	3,123.79
iv)	Freight, Transportation and Handling charges	557.54	478.19
v)	Payments to Contractors for Services	1,242.32	916.35
vi)	Payments to Outside Agencies	317.10	437.47
vii)	Power and Fuel	1,452.45	1,763.95
viii)	Repairs to Machinery	95.71	255.67
ix)	Transport Charges	48.13	139.69
		<u>12,972.45</u>	<u>9,297.78</u>

B Administration Expenses			
i)	Auditors Remuneration	3.75	6.11
ii)	Bank Charges	67.26	132.72
iii)	Books & Periodicals	1.03	1.10
iv)	Business Promotion Expenses	15.86	24.45
v)	Charity & Donations	5.68	5.90
vi)	Director's Sitting Fee	–	0.40
vii)	Insurance	81.90	113.91
viii)	Legal and Professional Charges	103.48	65.62
ix)	Loss on disposal of property, plant & equipment	–	15.77
x)	Membership & Subscription Charges	0.20	0.55
xi)	Miscellaneous Expenses*	258.23	74.98
xii)	Periphery Development Expenses	35.31	36.47
xiii)	Printing & Stationery	11.42	13.03
xiv)	Rates and Taxes, excluding, taxes on income	689.73	447.60
xv)	Recruitment & Training Expenses	1.13	2.29
xvi)	Rent	28.11	30.92
xvii)	Repairs to Buildings	15.26	26.60
xviii)	Repairs to Other	22.37	16.61
xix)	Telephone, Communication & Postage Charges	25.66	28.33
xx)	Travelling & Conveyance Expenses	157.28	168.69
		1,523.66	1,212.05
C Selling & Distribution Expenses			
i)	Advertisement and Publicity	2.92	1.89
ii)	Commission to Selling Agents	114.82	130.67
		117.74	132.56
	Total (A+B+C)	14,613.85	10,642.39

*Include Rs. 2.56 lakhs (net) pertaining to certain written off/written back old outstanding non confirmed/Non Moving payable/receivable from parties for over a period of more than three years.

Note: 32.1 Payment to Auditors *(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) As Auditors	3.00	3.30
ii) For Taxation Matters	0.50	1.00
iii) For Management Services	0.25	1.15
iv) For Reimbursement of Expenses	–	0.66
TOTAL	3.75	6.11

Note: 32.2 Consumption of Imported and Indigenous Spare Parts *(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018		For the Year Ended 31.03.2017	
	%	Amount	%	Amount
i) Imported	0.61	12.90	0.35	7.91
ii) Indigenous	99.39	2,106.40	99.65	2,278.42

Note : 33 Other Comprehensive income (Net of Tax)*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Items that will not be reclassified to Profit or loss		
i) FVTOCI-Equity Instrument	1.44	1.95
ii) Deferred Tax effects	(0.44)	(0.60)
iii) Reclassification of Actuarial gain/(loss) arising in respect of Gratuity	22.22	31.43
iv) Deferred Tax effects	(6.87)	(9.71)
v) Reclassification of Actuarial gain/(loss) arising in respect of Earned Leave	18.45	(1.26)
vi) Deferred Tax effects	(5.70)	0.39
	29.10	22.20

Note: 33.1 Contingencies & Commitments (to the extent not provided for)*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
1 Contingent Liabilities		
i) Claims against the company not acknowledged as debt*	2,232.80	1,234.46
ii) Gurantees excluding financial guarantees;	9,724.61	9,766.27
iii) Letter of credit issued on behalf of company (outstanding amount)	252.76	239.72
	12,210.17	11,240.45
2 Commitments		
i) Estimated amount of contracts remaining to be executed on capital amount (net of advance)	1,444.00	1,444.00
	1,444.00	1,444.00

Note: 33.2 Value of Imports calculated on C.I.F. basis*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Components and spare parts	12.90	7.91
Total	12.90	7.91

Note: 33.3 Expenditure in Foreign currency*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Interest on ECB	-	504.09
TOTAL	-	504.09

Note: 34 Earning Per Share (EPS) (Ind-AS 33)*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
1 Basic		
Opening number of shares (In lakhs)	1,341.43	1,341.43
Shares issued during the year (in Lakhs)	-	-
Closing number of shares (in Lakhs)	1,341.43	1,341.43
Weighted Average number of shares(in Lakhs)	1,341.43	1,341.43
Net Profit /(Loss) after Tax for the period from continuing operations	(25,485.19)	(17,957.33)
EPS for continuing operations (Rs per Share)	(19.00)	(13.39)
Net Profit /(Loss) after Tax for the period from discontinuing operations	-	-
EPS for discontinuing operations (Rs per Share)	-	-
Net Profit /(Loss) after Tax for the period from continuing and discontinued operations	(25,485.19)	(17,957.33)
EPS for continuing and discontinuing operations (Rs per Share)	(19.00)	(13.39)
2 Diluted		
Number of shares considered as basic weighted average shares outstanding	1,341.43	1,341.43
Add: Weighted Average of Dilutive Equity	-	-
Number of shares considered as diluted for calculating of Earning per share Weighted Average	1,341.43	1,341.43
Net Profit/(Loss) after Tax for the period from continuing operation	(25,485.19)	(17,957.33)
Add: Effective Cost of Dilutive Equity	-	-
Net Profit /(Loss) after Tax for the period from continuing operations for Dilution	(25,485.19)	(17,957.33)
Diluted EPS for continuing operations (Rs per Share)	(19.00)	(13.39)
Net Profit /(Loss) after Tax for the period from discontinuing operations for Dilution	-	-
Diluted EPS for discontinuing operations (Rs per Share)	-	-
Net Profit /(Loss) after Tax for the period from continuing and discontinued operations for Dilution	(25,485.19)	(17,957.33)
EPS for continuing and discontinuing operations (Rs per Share)	(19.00)	(13.39)

Note: 35 Employee Benefits (Ind-AS 19)

The following data are based on the report of the Actuary.

The principal assumptions used in the actuarial valuation are as below:-

Discount rate	7.71%
Expected rate of future salary increase	10%

(Rupees in Lakhs)

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
1) Gratuity (Funded)		
1.A) Change in Present Value of Obligations		
Present value of obligations at beginning of year	223.73	219.15
i) Acquisition Adjustments	0.70	-
ii) Interest Cost	16.04	16.34
iii) Current Service cost	34.48	39.30
iv) Benefits Paid	(12.90)	(22.05)
v) Actuarial Loss on Obligations	(22.83)	(29.01)
Present Value of Obligations at the end of the year	239.22	223.73

1.B) Changes in Fair Value of Plan Assets		
Present Value of Obligations at beginning of year	68.17	74.84
Expected Return on Plan Assets	4.94	5.30
Actual Company Contributions	9.56	7.66
Actuarial Gain/(Loss)	(0.61)	2.42
Benefits Paid	(10.76)	(22.05)
	<hr/>	<hr/>
Plan assets at the end of the year	71.30	68.17
	<hr/>	<hr/>
1.C) Liability recognized in the Balance Sheet		
Present Value of Obligations at the end of year	239.22	223.73
Fair Value of Plan Assets as at the end of year	71.30	68.17
Funded/Unfunded Status	167.92	155.56
Unrecognized Actuarial Gain/(Loss)	–	–
	<hr/>	<hr/>
Net (Assets) (Not recognized)/Liability recognized in Balance sheet	167.92	155.56
	<hr/>	<hr/>
1.D) Expenses recognized in Profit and Loss Account		
Current Service Cost	35.18	39.30
Past Service Cost		
Interest Cost	11.10	11.04
Expected return on Plan Assets		
Net Actuarial (Gain)/Loss recognized during the year		–
	<hr/>	<hr/>
Total Expenses recognized in Profit and Loss Account	46.28	50.34
	<hr/>	<hr/>
1.E) Other Comprehensive Income		
Actuarial (Gain)/Losses	(22.22)	(31.43)
	<hr/>	<hr/>
Expenses/(Income) recognised in OCI	(22.22)	(31.43)
	<hr/>	<hr/>
2) Leave Encashment(Unfunded)		
2.A) Change in present value of obligations		
Present value of obligations at beginning of year	128.42	128.26
i) Acquisition Adjustments	0.44	–
ii) Interest Cost	8.86	9.01
iii) Current Service Cost	20.34	8.01
iv) Benefits Paid	(16.82)	(30.00)
v) Actuarial Loss on Obligations	(18.45)	13.14
vi) Plan Amendments	–	–
	<hr/>	<hr/>
Present Value of Obligations at the end of year	122.79	128.42
	<hr/>	<hr/>
2.B) Liability recognized in the Balance Sheet		
Present Value of Obligations at the end of year	122.79	128.42
Fair Value of Plan Assets as at the end of year	–	–
Funded/Unfunded Status	122.79	128.42
Unrecognized Actuarial Gain/(Loss)		
	<hr/>	<hr/>
Net (Assets) (Not recognized)/Liability recognized in Balance sheet	122.79	128.42
	<hr/>	<hr/>

2.C) Expenses recognized in Profit and Loss Account		
Current Service Cost	20.34	8.01
Interest Cost	8.86	9.01
Actuarial (Gain)/Losses	–	11.88
	<hr/>	<hr/>
Total Expenses recognized in Profit and Loss Account	29.20	28.90
	<hr/>	<hr/>
2.D) Other Comprehensive Income		
Actuarial (Gain)/Losses	(18.45)	1.26
	<hr/>	<hr/>
Expenses/(Income) recognised in OCI	(18.45)	1.26
	<hr/>	<hr/>

Note: 36 Segment Reporting (Ind-AS 108)**(Rupees in Lakhs)**

Particulars	2017-18				2016-17			
	Sponge & steel	Power	Others	Total	Sponge & steel	Power	Others	Total
Segment Revenue								
External	42,423.24	–	6,004.27	48,427.51	23,769.25	–	6,771.91	30,541.16
Inter segment	–	3,534.39	–	3,534.39	–	3,117.76	–	3,117.76
Segment Result								
PBIT	(9,265.09)	(1,066.23)	(6,419.30)	(16,750.62)	(9,294.79)	(973.93)	(5,282.48)	(15,551.20)
Less : Interest	–	–	–	15,711.03	–	–	–	13,117.81
Add: Unallocable Income	–	–	–	51.51	–	–	–	135.65
PBT	–	–	–	(32,410.14)	–	–	–	(28,533.36)
Tax Expense	–	–	–	(6,924.95)	–	–	–	(10,576.03)
PAT	–	–	–	(25,485.19)	–	–	–	(17,957.33)
Other Information								
Segment Assets	65,270.70	38,786.89	62,461.96	166,519.55	69,166.72	40,126.43	69,826.11	179,119.26
Segment Liabilities	135,092.01	6,164.70	77,638.60	218,895.31	120,851.24	4,995.78	83,059.03	208,906.05
Unallocable Assets	–	–	–	65,092.41	–	–	–	57,855.33
Unallocable Liabilities	–	–	–	26,520.25	–	–	–	16,413.14
Depreciation	4,148.04	997.04	3,923.47	9,068.55	4,298.33	1,045.48	4,157.53	9,501.34
Unallocable Depreciation	–	–	–	2.97	–	–	–	3.23
Provision for Leave encashment	19.61	–	0.73	20.34	18.51	–	1.63	20.14
Provision for Gratuity	31.13	–	4.06	35.19	33.92	–	8.69	42.61

Note: 37 Related Party Disclosures (Ind-AS 24)**A) List of Related parties and their relationships**

S.No.	Name of Related party	Relationship
1	Garima Buildprop Pvt Ltd.	Holding company
2	Oriental Iron Casting Limited	Subsidiary
3	Aron Auto Limited	Subsidiary
4	OISL Auto Limited	Subsidiary
5	Krisum Mines & Minerals Private Limited (formerly known as Krisum Auto Components Pvt. Ltd)	Subsidiary
6	Rose Fiscal Services Pvt Ltd	Subsidiary of Subsidiary
7	Meltron Vincom Pvt Ltd	Subsidiary of Subsidiary
8	BS Ispat Limited	Subsidiary of Subsidiary
9	Gondwana Ispat Limited	Subsidiary of Subsidiary of Subsidiary
10	Mr. Birendra Jee, Managing Director (up to May 17, 2016)	Key Management Personnel
11	Mr. B.P. Mishra, Managing Director (w.e.f. May 26, 2018)	Key Management Personnel
12	Mr. Yogesh Kapur, Director (up to November 27, 2017)	Key Management Personnel
13	Mr. Vinod Kumar Uppal, Director	Key Management Personnel
14	Mr. Sanjay Tiku, Director	Key Management Personnel
15	Mr. Kamadev Behera, CFO (up to August 19, 2017)	Key Management Personnel
16	Mr. Raj Kumar Ralhan, CFO (From 19th August 2017 to 13th Feb 2018)	Key Management Personnel
17	Mr. Kamadev Behera, CFO (w.e.f. May 26, 2018)	Key Management Personnel
18	Ms. Yugami Arora, Company Secretary (up to June 3, 2017)	Key Management Personnel
19	Ms. Khushboo Chugh, Company Secretary (w.e.f. August 2, 2017)	Key Management Personnel

B) Related Parties Transaction**(Rupees in Lakhs)**

S.No.	Transactions	Subsidiaries	Key Management Personnel	Total
1	Key Management Personnel's Remuneration	NIL	30.94 (14.97)	30.94 (14.97)
2	Advance Given	340.04 (469.57)	NIL	340.04 (469.57)
3	Payable at the year end	530.16 (530.16)	NIL	530.16 (530.16)
4	Receivable at the year end	19542.24 (19202.20)	NIL	19542.24 (19202.20)

As per our report of even date attached.

For and on behalf of the Board**For A.C GUPTA & ASSOCIATES**Chartered Accountants
Firm Regd. No. 008079NSd/-
A.C Gupta
Partner
Membership No.: 008565Sd/-
B.P. Mishra
Managing DirectorSd/-
Sanjay Tiku
DirectorSd/-
Kamadev Behera
Chief Financial OfficerSd/-
Khushboo Chugh
Company SecretaryPLACE : New Delhi
DATE : 30th May, 2018

CONSOLIDATED FINANCIAL STATEMENT
Of
OCL IRON & STEEL LIMITED
AND
ITS SUBSIDIARIES

Form AOC - I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statement of Subsidiaries Companies

Part "A": Subsidiaries

(Rs. in Lakhs)

S. No.	Name of Subsidiaries Company	Reporting Period	Reporting Currency	Equity Share Capital	Other Equity	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Tax	Provision for Tax	Profit after Tax	Proposed Dividend	% of Shareholding
1.	Oriental Iron Casting Limited (consolidated)	31.03.2018	INR	1,990.00	5,099.10	35,454.34	28,365.24	1.60	-	(1,958.94)	(111.36)	(1,847.58)	Nil	99.75%
2.	Aron Auto Limited	31.03.2018	INR	5.00	(4.57)	534.47	534.04	-	-	(0.34)	-	(0.34)	Nil	100%
3.	Krisum Mines & Minerals Private Limited (formerly known as Krisum Auto Components Private Limited)	31.03.2018	INR	1.00	(0.87)	19.97	19.84	-	-	(0.30)	-	(0.30)	Nil	100%
4.	OISL Auto Limited	31.03.2018	INR	5.00	-	5.33	0.33	-	-	-	-	-	Nil	99.99%

Notes :

- Name of subsidiaries which are yet to commence operations.
1.1 OISL Auto Limited
- Names of subsidiaries which have been liquidated or sold during the year : NIL

As per our report of even date attached.

FOR A.C GUPTA & ASSOCIATES

Chartered Accountants

Firm Regd. No. 008079N

Sd/-

A.C Gupta

Partner

Membership No.: 008565

Place : New Delhi

Date : 30th May, 2018

For and on behalf & Board

Sd/-

B.P. Mishra

Managing Director

Sd/-

Kamadev Behera

Chief Financial Officer

Sd/-

Sanjay Tiku

Director

Sd/-

Khushboo Chugh

Company Secretary

Additional Information as required under Schedule III to the Companies Act, 2013, of enterprises Consolidated as Subsidiary

Name of the entity	Net Assets, i.e., total assets minus total liabilities			Share in profit or loss		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	Reporting Currency	As % of Consolidated net assets	Amount (Rs. in Lakhs)	As % of Consolidated profit or loss	Amount (Rs. in Lakhs)	As % of Consolidated net assets	Amount (Rs. in Lakhs)	As % of Consolidated profit or loss	Amount (Rs. in Lakhs)
	1	2	3	4	5	6	7	8	9
Parent									
OCL Iron & Steel Limited	INR	52.07%	(13,803.60)	93.25%	(25,485.19)	91.31%	29.10	93.26%	(25,456.09)
Subsidiaries									
Indian									
1 Oriental Iron Casting Limited (consolidated)	INR	(26.74%)	7,089.10	6.76%	(1,847.58)	8.69%	2.77	6.76%	(1,844.81)
2 Aron Auto Limited	INR	0.00%	0.43	0.00%	(0.34)	0.00%	–	0.00%	(0.34)
3 Krisum Mines & Minerals Private Limited (formerly known as Krisum Auto Components Pvt. Ltd.)	INR	0.00%	0.13	0.00%	0.30)	–	–	0.00%	(0.30)
4. OISL Auto Limited	INR	(0.02%)	5.00	0.00%	–	0.00%	–	0.00%	0.00
Adjustment due to Consolidation		74.81%	(19,833.85)		–	–	–	–	–
Minority Interests in all subsidiaries		(0.12%)	30.90	(0.02%)	4.63	0.00%	–	(0.02%)	4.63
Total		100.00%	26,511.89	100.00%	(27,328.78)	100.00%	31.87	100.00%	(27,296.91)

For and on Behalf of Board

FOR A.C GUPTA & ASSOCIATES

Chartered Accountants.

Firm Regd. No. 008079N

Sd/-

A.C Gupta

Partner

Membership No.: 008565

Place : New Delhi

Date : 30th May, 2018

Sd/-

B.P. Mishra

Managing Director

Sd/-

Kamadev Behera

Chief Financial Officer

Sd/-

Sanjay Tiku

Director

Sd/-

Khushboo Chugh

Company Secretary

Independent Auditors' Report

To the Members of OCL Iron and Steel Limited Report on the Consolidated Ind AS financial statements

We have audited the accompanying consolidated Ind AS financial statements of OCL Iron and Steel Limited ("the holding company") and its subsidiaries (collectively referred to as "the Group"), comprising the consolidated balance sheet as at 31st March 2018, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flow for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS financial statements

The Holding Company's board of directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance [including other comprehensive income], the consolidated changes in equity and the consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian accounting standards prescribed under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with relevant Rules of the Companies (Accounts) Rules, 2014. The respective board of directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the 'Act' for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's board of directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Emphasis of Matter

- i) **The Group's accumulated losses as on 31.03.2018 have resulted in complete erosion of its net worth. Further as on that date, the company's current liabilities substantially exceeded the current assets. These factors raise a substantial doubt about the company's ability to continue as a going concern in the foreseeable future. However, the company's financial statements have been prepared on going concern basis as per the management opinion disclosed in the said note. Our opinion is not modified in respect of this matter.**

- ii) **The company has classified all its borrowings from banks as current liabilities, being declared as nonperforming assets (NPA) by the lenders. Our opinion is not modified in respect of this matter.**

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated financial position of the Group as at March 31, 2018, and its consolidated financial performance [including other comprehensive income], its consolidated statement of changes in equity and its consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, based on our audit, we report to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
 - (b) In our opinion, proper books of accounts relating to preparation of the aforesaid consolidated Ind AS financial statements as required by law have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss [including other comprehensive income], consolidated cash flow and the consolidated statement of changes in equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
 - (d) In our opinion, consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the holding company as on 31 March 2018 taken on record by the board of directors of the holding company and the reports of the other statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2018 from being appointed as a director of that company in terms of sub-section 2 of Section 164 of the Act.
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the holding company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements of subsidiaries, as noted in the 'Other Matter' paragraph:
 - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. [Refer Note no. 37.1 to the consolidated Ind AS financial statements];
 - ii. The Group did not have any material foreseeable losses on long term contracts including derivatives contracts.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the holding company and subsidiary companies incorporated in India.

For A. C. Gupta & Associates

Chartered Accountants

Firm's registration number: 008079N

A.C. Gupta

Partner

Membership number: 008565

New Delhi

May 30, 2018

Annexure - A to the Independent Auditors' Report

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of OCL Iron and Steel Limited [the Holding Company] as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of OCL Iron and Steel Limited ("the holding company"), its subsidiary companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective board of directors of the holding company, its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the holding company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may

occur and may not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanation given to us the holding company, its subsidiaries, associate companies and joint venture companies, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the holding company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For A. C. Gupta & Associates

Chartered Accountants

Firm's registration number: 008079N

A.C. Gupta

Partner

Membership number: 008565

New Delhi

May 30, 2018

Consolidated Balance Sheet as at 31st March, 2018

(Rupees In Lakhs)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
(A) ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3	158,630.28	170,483.61
(b) Capital work-in-progress	3	10,045.29	6,728.21
(c) Goodwill		10,992.76	10,992.76
(d) Other intangible assets	4	0.37	0.37
(e) Intangible Assets under Development	5	25.04	25.04
(g) Financial assets			
Investments	6	1.10	1.10
Other Financial Assets	7	173.55	1,217.75
(h) Deferred tax assets (net)	8	31,056.71	24,033.35
(i) Other non-current assets	9	4,765.41	5,461.62
Sub total-Non-current assets		215,690.51	218,943.81
2 Current assets			
(a) Inventories	10	4,412.71	3,765.85
(b) Financial assets			
Investments	11	-	22.78
Trade receivables	12	1,744.18	2,218.32
Cash and cash equivalents	13	687.94	2,526.88
Other financial assets	14	134.98	424.64
(c) Other Current Tax Assets(Net)	15	373.51	376.30
(d) Other current assets	16	4,701.87	7,157.70
Sub total-Current assets		12,055.19	16,492.47
TOTAL-ASSETS		227,745.70	235,436.28
(B) EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	17	1,341.43	1,341.43
(b) Other equity	18	(27,884.22)	(584.40)
Non Controlling Interest		30.90	35.53
Sub total-Equity		(26,511.89)	792.56
2 Liabilities			
Non-current liabilities			
(a) Financial liabilities			
Borrowings	19	15,722.29	13,933.83
Other Financial Liabilities	20	384.84	335.15
(b) Provisions	21	554.83	547.26
(c) Other non-current liabilities	22	70,229.25	71,596.45
Sub total-Non-current liabilities		86,891.21	86,412.69
Current liabilities			
(a) Financial liabilities			
Borrowings	23	4,962.48	4,887.79
Trade payables	24		
(i) Total outstanding dues of Micro enterprises & Small enterprises		132.48	156.07
(ii) Total outstanding dues other than Micro enterprises & Small enterprises		9,385.30	5,011.84
Other financial liabilities	25	142,342.69	130,928.52
(b) Other current liabilities	26	10,478.51	7,199.32
(c) Provisions	27	64.92	47.49
Sub total-Current liabilities		167,366.38	148,231.03
TOTAL EQUITY AND LIABILITIES		227,745.70	235,436.28

NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-38

As per our report of even date attached.
For A.C GUPTA & ASSOCIATES
Chartered Accountants
Firm Regd. No. 008079N

For and on behalf of the Board

Sd/-
A.C Gupta
Partner
Director
Membership No.: 008565

Sd/-
B.P. Mishra
Managing Director

Sd/-
Sanjay Tiku
Director

Place : New Delhi
Date : 30th May, 2018

Sd/-
Kamadev Behera
Chief Financial Officer

Sd/-
Khushboo Chugh
Company Secretary

Statement of Profit and loss for the year Ended 31st March, 2018

(Rupees In Lakhs)

Particulars	Note No.	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
I Revenue from operations	28	48,427.51	30,541.17
I Other Income	29	503.09	395.16
III Total Revenue (I+II)		48,930.60	30,936.33
IV Expenses:			
Cost of materials consumed	30	40,739.27	22,827.52
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	31	(1,017.00)	1,135.94
Employee benefit expenses	32	2,225.20	2,331.08
Financial costs	33	16,750.24	13,991.70
Depreciation and amortization expenses	34	9,827.81	10,261.73
Other expenses	35	14,774.80	11,494.98
Total Expenses (IV)		83,300.32	62,042.95
V Profit before exceptional items and tax (III-IV)		(34,369.72)	(31,106.62)
VI Exceptional Items [Expense/(Income)]	36	-	1,782.71
VII Profit before tax (V-VII)		(34,369.72)	(32,889.33)
VIII Tax expense:			
Deferred tax		(7,036.31)	(12,123.32)
Total Tax Expenses		(7,036.31)	(12,123.32)
IX Profit(Loss) for the period from continuing operations (VII-VIII)		(27,333.41)	(20,766.01)
X Profit/(loss) from Discontinued operations (after tax)		-	-
XI Profit/(loss) for the period (IX+X)		(27,333.41)	(20,766.01)
XII Other Comprehensive Income	37		
A) (i) Items that will not be reclassified to profit or loss		46.11	36.01
ii) Income tax relating to items that will not be reclassified to profit or loss		(14.24)	(11.12)
Total of Other comprehensive Income		31.87	24.89
XIII Total Comprehensive Income/(Loss) for the period (XI+XII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(27,301.54)	(20,741.12)
Profit /(loss) for the year			
Attributable to :			
Equity holders of the parent		(27,328.78)	(20,758.95)
Non-controlling interests		(4.63)	(7.06)
		(27,333.41)	(20,766.01)
Total comprehensive Income for the year			
Attributable to :			
Equity holders of the parent		(27,296.91)	(20,734.07)
Non-controlling interests		(4.63)	(7.05)
		(27,301.54)	(20,741.12)
XIV Earning per equity share(for continuing operation):	38		
(1) Basic		(20.37)	(15.48)
(2) Diluted		(20.37)	(15.48)
Earning per equity share(for discontinued operation):	38		
(1) Basic		-	-
(2) Diluted		-	-
Earning per equity share(for continuing & discontinued operation):	38		
(1) Basic		(20.37)	(15.48)
(2) Diluted		(20.37)	(15.48)
XV NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-38		

As per our report of even date attached.

For A.C GUPTA & ASSOCIATES

Chartered Accountants
Firm Regd. No. 008079N

Sd/-
A.C Gupta
Partner
Director
Membership No.: 008565

Place : New Delhi
Date : 30th May, 2018

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For and on behalf of the Board

Sd/-
B.P. Mishra
Managing Director

Sd/-
Sanjay Tiku
Director

Sd/-
Kamadev Behera
Chief Financial Officer

Sd/-
Khushboo Chugh
Company Secretary

Statement of Changes in Equity for the period ended 31st March, 2018

A. Equity Share Capital

(Rupees in Lakhs)

Balance as at April 1, 2016	Changes during the Period	Balance as at March 31, 2017
1,341.43	-	1,341.43
Balance as at April 1, 2017	Changes during the Period	Balance as at March 31, 2018
1,341.43	-	1,341.43

B. Other Equity

(Rupees in Lakhs)

Particulars	Reserves and Surplus					Other Comprehensive Income (OCI)		Total
	Capital Reserve	Preference Share Redemption Reserve	General Reserve	Retained Earnings	Equity Component of Compound financial Instruments (Preference Share)	Re-measurement of net Defined Benefits Obligation	FVTOCI-Equity Instrument	
As at 01.04.2017	4,817.29	2,120.20	1,544.99	(52,323.63)	43,211.96	42.86	1.93	(584.40)
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	(27,328.76)	-	30.87	1.00	(27,296.89)
Reclasification to profit & Loss	-	-	-	-	-	-	(2.93)	(2.93)
As at 31.03.2018	4,817.29	2,120.20	1,544.94	(79,652.39)	43,211.96	73.73	-	(27,884.22)

Particulars	Reserves and Surplus					Other Comprehensive Income (OCI)		Total
	Capital Reserve	Preference Share Redemption Reserve	General Reserve	Retained Earnings	Equity Component of Compound financial Instruments (Preference Share)	Re-measurement of net Defined Benefits Obligation	FVTOCI-Equity Instrument	
As at 01.04.2016	4,817.29	2,120.20	1,544.99	(31,564.68)	42,090.69	19.32	0.58	19,028.39
Restated balance at the beginning of the reporting period	-	-	-	-	1,121.27	-	-	1,121.27
Total Comprehensive Income for the year	-	-	-	(20,758.95)	-	23.54	1.35	(20,734.06)
As at 31.03.2017	4,817.29	2,120.20	1,544.99	(52,323.63)	43,211.96	42.86	1.93	584.40

C. Notes forming part of the financial statement 1 - 38

For and on behalf of the Board

As per our report of even date attached
For A.C. Gupta & Associate
 Chartered Accountants
 ICAI Firm Regd. No. 008079N

Sd/-
 A.C. Gupta
 Partner
 Membership No. - 008565

Sd/-
B.P. Mishra
 Managing Director

Sd/-
Sanjay Tiku
 Director

Place : New Delhi
 Dated : 30th May, 2018

Sd/-
Kamadev Behera
 Chief Financial Officer

Sd/-
Khushboo Chugh
 Company Secretary

Consolidated Statement of Cash Flow for the year ended 31st March, 2018

(Rupees in Lakhs)

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
A Cash Flow From Operating Activities		
Profit /(Loss) Before Tax	(34,369.72)	(32,889.33)
Adjustment for :		
Depreciation	9,827.81	10,261.73
Financial Expense	16,750.24	13,991.70
Exceptional Items	-	1,782.71
Provision on loss Assets	404.40	-
Provision for doubtful debt	(361.61)	724.65
Interest Income	(132.25)	(280.97)
(Profit)/Loss on disposal of Property,Plant & Equipment	(236.35)	15.77
(Profit)/Loss on disposal of investment	(4.41)	-
Operating Profit Before Working Capital Changes	(8,121.89)	(6,393.74)
Adjustment For Working Capital Changes		
Inventories	(646.86)	3,676.51
Investment	24.41	-
Trade receivables	474.14	(409.44)
Other Financial Assets	32.01	21.96
Other Current Assets	1,858.15	(2,295.68)
Current Liabilities, Non Current Liabilities and Provisions	7,101.95	12,677.66
Net Cash Flow From Working Capital Changes	8,843.80	13,671.01
Cash Flow From Operating Activities	721.91	7,277.27
Income Tax (Paid) / Refund (incl TDS)	2.79	(40.92)
Net Cash Flow From Operating Activities	724.70	7,236.35
B Cash Flow From Investing Activities		
Payment for purchase of Property,Plant & Equipment	(40.42)	(876.51)
Proceeds from disposal of Property,Plant & Equipment	279.60	53.58
Proceeds from disposal of Assets held for sale	-	1,784.60
Adjustment to Capital Work in Progress , Non Current Assets	446.04	(1,756.09)
Interest Income Received	257.85	220.46
Net Cash Flow From Investing Activities	943.07	(573.96)
C Cash Flow From Financing Activities		
Repayment of Long Term Borrowings	(1,954.49)	(4,131.77)
Proceeds from Long Term Borrowings	-	1,257.69
Finance Expenses Paid	(1,522.22)	(4,224.15)
Net Cash Flow From Financing Activities	(3,506.71)	(7,098.23)
Net Increase /(Decrease) In Cash or Cash Equivalents	(1,838.94)	(435.84)
Cash and Cash Equivalents at the beginning of the year	2,526.88	2,962.72
Cash and Cash Equivalents at the end of the year	687.94	2,526.88

D NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-38

As per our report of even date attached.

For and on behalf of the Board

For A.C GUPTA & ASSOCIATES

Chartered Accountants
Firm Regd. No. 008079N

Sd/-

A.C Gupta

Partner
Director

Membership No.: 008565

Place : New Delhi
Date : 30th May, 2018

B.P. Mishra
Managing Director

Sd/-
Kamadev Behera
Chief Financial Officer

Sanjay Tiku
Director

Sd/-
Khushboo Chugh
Company Secretary

Notes to the Consolidated Financial Statements

1. Company Overview

M/s OCL Iron and Steel Limited (“the company”) and its subsidiaries (collectively referred to as “the Group”) have engaged in Coal Mining, Generation of Power, manufacturing of Sponge Iron, Steel billets, Manufacturing activities and other financial activities.

The Company is a public limited company incorporated in India. The address of its registered office is Village-Lamloi, P.O. Garvana, Rajgangpur District Sundergarh, Orissa-770017. As at March 31, 2018, Garima Buildprop Private Limited, the holding company owned 68.39% of the Company’s equity share capital.

The consolidated financial statements for the year ended March 31, 2018 were approved by Board of Directors and authorized for issue on May 30, 2018.

2. Significant Accounting Policies

2.1 Basis of preparation of consolidated financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values; the provisions of the Companies Act, 2013 (‘Act’) (to the extent notified and applicable); and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind ASs are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The group has adopted all notified Indian Accounting standards to the extent applicable. The adoption was carried out in accordance with Ind AS 101 (First time adoption of Indian Accounting Standards). The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in notes.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Further the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances except for items, for which the accounting treatment is given on the basis of local laws applicable in respective countries for which using uniform accounting policies for the purpose of consolidation is impracticable.

2.2 Use of estimates

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.2.1 Useful lives of property, plant and equipment

The group reviews the useful life of property, plant and equipment at the end of each reporting period or more frequently. This reassessment may result in change in depreciation expense in future periods.

2.2.2 Valuation of deferred tax assets / liabilities

The group reviews the carrying amount of deferred tax assets / liabilities at the end of each reporting period. The policy for the same has been explained under Note 2.11

2.2.3 Provisions and contingent liabilities

A provision is recognised when the company has a present obligation as a result of past event and it is probable than an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet

date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the consolidated financial statements. A contingent asset is neither recognised nor disclosed in the consolidated financial statements.

2.3 Principles of Consolidation and Equity Accounting

Consolidated financial statements are the financial statements of the group in which assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity.

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls the entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date, the control seizes.

The group combines the financial statements of the parent and its subsidiaries line by line, adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains all transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of impairment of the transferred assets. Accounting policies of subsidiaries have been changed wherever considered necessary to ensure consistency with the policies adopted by the group.

Non- controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of the profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Associates

Associates are all entities over which the group has significant influence but does not have control or joint control. This is generally a case where the group holds between 20%-50% of the voting rights. Investments in associates are accounted for using the equity method of accounting after initially being recognized at cost.

(iii) Joint Ventures

Interests in Joint ventures are accounted for using the equity method, after initially being recognized at cost in the consolidated balance sheet.

2.4 Foreign currency translations

(i) Functional and Presentation Currency

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as part of the entity's net investment in that foreign operation.

(iii) Group Companies

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity, except to the extent that the translation difference is allocated to non-controlling interest.

2.5 Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably

measured regardless of when the payment is being made. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- All Expenses and income are accounted for on accrual basis.

2.6 Employee benefits

● Long - Term Employee Benefits

The liability for gratuity, leave encashment, pension, superannuation and other benefits is determined using Projected Unit Credit [PUC] Method and is accounted for on the basis of actuarial valuation in Accordance with IND AS - 19. The company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Actuarial Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The current service cost is included in the employee benefit expense in the statement of profit & loss account. The interest cost calculated by applying the discount rate to the net balance of defined benefit obligation, is included in the finance cost in the statement of profit & loss account.

● Short-Term Employee Benefits

Short - term employee benefits include performance incentive, salaries & wages, bonus and leave travel allowance. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the services.

2.7 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset.

Processing fee paid for borrowings is amortised over the term of long term loan through statement of profit & loss. All other borrowing costs are expensed in the period in which they occur.

Preference Shares are separated into equity and liability components based on the terms of the issue / contract. Interest on liability component of preference shares is determined using amortised cost method and is charged to the statement of profit & loss.

2.8 Depreciation & amortisation

The group depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods, useful lives and residual values are reviewed at each reporting period. Depreciation on additions/deductions to property, plant and equipment is provided on pro-rata basis from the date of actual installation or up to the date of such sale or disposal, as the case may be.

Leasehold assets are amortised equally over the period of their lease.

2.9 Impairment of Assets

i) Financial assets (other than at fair value)

The group assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The group recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction.

(i) Non-financial assets

a) Property, Plant & equipment and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying

amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss.

b) Investment in subsidiaries

Investment held by the group as on the date of transition date i.e. 01.04.2015 is valued at cost. Investments made in subsidiaries, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

c) Investment in associates / Joint Ventures

Investment held by the company in associates / joint ventures as on the date of transition date i.e. 01.04.2015 is valued at cost. Investments made in associates / joint ventures, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

d) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments are have been classified as FVTPL.

2.10 Non-Current Assets held for sale/ Discontinued Operations/

The Group classifies non-current assets and disposal groups as held for sale, if their carrying amounts is likely to be recovered principally through a sale rather than through continuing use and there is a commitment from the management to sell the above assets within one year from the date of classification. The asset is regarded as held for sale only when the assets or disposal group is available for immediate sale in its present condition, subject only to the terms that are usual and customary for sales and its sale is highly probable and also it will genuinely be sold, not abandoned.

Non Current assets held for sale to owners and disposal groups are measured at lower of their carrying amount and the fair value less cost to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet. Property, plant and equipment and intangible assets held for sale, once classified as held for sale are not further depreciated or amortised. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

2.11 Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternative Tax [MAT] paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax in future periods. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that future economic benefits associated with it flow to the company and the asset can be measured reliably.

While preparing consolidated financial statements the accounting treatment for tax is given on the basis of local laws applicable in respective countries.

2.12 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation /amortization (applied as per local laws of respective countries)and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The cost of property, plant & equipment also includes initial estimates of dismantling cost and restoring the site to its original position, on which the site is located. For transition to IND AS, the company has elected to continue with carrying value of all its property, plant and equipment recognized as on 01.04.2015 measured as per the previous GAAP.

2.13 Financial instruments

The group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets (Except Net Investments) and financial liabilities (Except Borrowings) are recognized at fair value on initial recognition, except for trade receivables and security deposits, which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination, which is subsequently measured at fair value through profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximately at fair value due to the short maturity of these instruments.

De-recognition of financial instruments

The group de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under IND AS 109. A financial liability (or a part of a financial liability) is de-recognised from the group's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.14 Borrowings

Borrowings are initially measured at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Preference shares are separated into liability and equity components based on the terms of the issue / contract. On issuance of the preference shares, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as financial liability and is measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not re-measured in subsequent years.

2.15 Investments

a) Investment in subsidiaries

Investment held by the group in subsidiaries as on the date of transition date i.e. 01.04.2015 is valued at cost. Investments made in subsidiaries, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

b) Investment in associates / Joint Ventures

Investment held by the group in associates / joint ventures as on the date of transition date i.e. 01.04.2015 is valued at cost. Investments made in associates / joint ventures, after the transition date, have been valued at Fair Value through Other Comprehensive Income [FVTOCI].

c) Investment - Others

Current Investments

Quoted financial assets have been classified as FVTOCI and unquoted financial assets have been classified as Fair Value through Profit & Loss [FVTPL].

Non-Current Investments

Quoted long term investments have been classified as FVTOCI and unquoted long term investments are have been classified as FVTPL.

2.16 Provisions

A provision is recognized if, as a result of a past event, the group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2.17 Inventories

- Raw Materials and Goods under process are valued at cost (Net of provision for diminution) or *Net Realizable value, whichever is lower.
- Waste and Scrap is valued at Net Realizable Value.
- Cost of inventories of Raw Materials and stores and Spares is ascertained on FIFO basis.
- Cost of goods under process comprise of cost of materials and proportionate production overhead. Cost of material for this purpose is ascertained on FIFO basis.
- Provision for obsolescence in inventories is made, whenever required.
- *Net Realizable Value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

2.18 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.19 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's board of directors.

2.20 Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit and Loss over the lease term.

Note: 3 Property, plant and equipment

(Rupees in Lakhs)

	Particulars	Land-Freehold	Land-Leasehold	Building	Plant and Equipment	Furnitures & Fixtures	Vehicles	Mine Development	Total	Capital Work in Progress
GROSS BLOCK	Carrying Value									
	As at 1.04.2017	2,090.07	3,289.80	16,933.01	167,159.91	268.69	160.65	3.16	189,905.29	-
	Additions	-	-	0.77	30.01	9.64	-	-	40.42	-
	Disposals	43.25	-	423.36	1,596.92	-	-	-	2,063.53	-
	As at 31.03.2018	2,046.82	3,289.80	16,510.42	165,593.00	278.33	160.65	3.16	187,882.18	
DEPRECIATION	As at 1.04.2017	-	144.28	1,622.64	17,492.13	89.53	73.10	-	19,421.68	-
	Additions	-	33.31	687.90	9,280.32	27.30	27.44	-	10,056.27	-
	Deductions	-	-	26.82	201.73	-	-	-	228.55	-
	Capitalised	-	-	-	0.84	1.66	-	-	2.50	-
	As at 31.03.2018	-	177.59	2,283.72	26,571.56	118.49	100.54	-	29,251.90	-
NET BLOCK	As at 31.03.2017	2,090.07	3,145.52	15,310.37	149,667.78	179.16	87.55	3.16	170,483.61	6,728.21
	As at 31.03.2018	2,046.82	3,112.21	14,226.70	139,021.44	159.84	60.11	3.16	158,630.28	10,045.29

Note: 4 Other Intangible Assets

(Rupees in Lakhs)

	Particulars	Computer Software
GROSS BLOCK	Carrying Value	
	As at 1.04.2017	0.37
	Additions	-
	Disposals	-
	As at 31.03.2018	0.37
DEPRECIATION	As at 1.04.2017	-
	Additions	-
	Deductions	-
	As at 31.03.2018	-
NET BLOCK	As at 31.03.2017	0.37
	As at 31.03.2018	0.37

Note: 5 Intangible Assets under Development

(Rupees in Lakhs)

	Particulars	Intangible Assets under Development
GROSS BLOCK	Carrying Value	
	As at 1.04.2017	25.04
	Additions	-
	Disposals	-
	As at 31.03.2018	25.04
DEPRECIATION	As at 1.04.2017	-
	Additions	-
	Deductions	-
	As at 31.03.2018	-
NET BLOCK	As at 31.03.2017	25.04
	As at 31.03.2018	25.04

Note: 6 Investments*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Investment in Equity Instrument Unquoted Long Term (At Cost)		
i) 11,000 (11,000 in FY Equity Shares of Vimla Infrastructure (India) Pvt. Ltd. of Rs. 10/- each	1.10	1.10
TOTAL	1.10	1.10

Particulars	As at 31.03.2018	As at 31.03.2017
Aggregate value of Unquoted Investment	1.10	1.10

Note: 7 Other Financial Assets*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Security Deposit (Unsecured, Considered Good)	154.03	153.60
ii) Fixed Deposits (held as margin money against Letter of Credits/Bank Guarantees)*	19.52	1,048.57
iii) Fixed Deposits (Maturing after 12 months)	-	15.58
TOTAL	173.55	1,217.75

*Fixed Deposits, as on 31st March 2018, 31st March 2017 includes restricted bank balance of Rs 19.52 Lacs, Rs 1048.57 Lacs respectively. The restriction is primarily on account of cash and balance held as margin money deposited against gurantee /LC's issued by bank.

Note: 8 Deferred Tax Assets (Net)*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Deferred Tax Liabilities		
a) On account of depreciation of fixed Assets	18,090.60	16,716.28
b) On items of Other Comprehensive income	24.83	11.13
	18,115.43	16,727.41
ii) Deferred Tax Assets		
a) On Account of carry forward losses/amortisation of expenses	49,172.14	40,760.76
	49,172.14	40,760.76
TOTAL	31,056.71	24,033.35

Note: 9 Other Non Current Assets*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Long Term Advance*		
a) Unsecured, Considered Good	4,627.21	5,323.39
b) Unsecured, Considered Doubtful	710.24	710.24
Less: Provision for Bad and doubtful Debts	710.24	710.24
	<u>4,627.21</u>	<u>5,323.39</u>
ii) MAT Credit Entitlement	137.25	137.25
iii) Misc Expenditures	0.95	0.98
TOTAL	<u>4,765.41</u>	<u>5,461.62</u>

Note: No loan is given to any director or other officer of the company.

* Includes subscription money of Rs. 383.71 lacs towards shares in Joint Venture Radhikapur (west) Coal Mining Pvt Ltd.

Note: 10 Inventories (As Certified by the Management)*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Raw Material*	2,016.97	2,640.36
ii) Raw Material in Transit	233.24	–
iii) Work-in-Progress	720.35	308.25
iv) Finished Goods	904.67	299.76
v) Fines	17.10	17.10
vi) Stores & Spares	518.12	498.12
vii) Other	2.26	2.26
TOTAL	<u>4,412.71</u>	<u>3,765.85</u>

Refer Point No 2.14 of Significant Accounting Policies for mode of valuation of inventories

*Raw Material stock includes stock of Sized Iron Ore, Coal, Iron Lumps, Steel Coil, Scrap etc. The non moving inventory classified as other current assets as on 31.03-2017 relating to Auto Division was valued at Net realizable value of Rs. 99.90 Lakhs.

Note: 11 Investments*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Investment in SBI mutual Fund	–	22.78
TOTAL	<u>–</u>	<u>22.78</u>

Note : SBI Dual Advantage Fund Series-7 (Regular Plan Growth) NIL (2,00,000) Units and Market Rate as on 31.03.2017 is Rs 11.39.

(Rupees in Lakhs)

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Aggregate value of quoted Investment	–	22.78
	<u>–</u>	<u>22.78</u>

Note: 12 Trade Receivable*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured		
i) Outstanding for a period exceeding six months		
a) Considered Good	960.78	1,289.33
b) Considered Doubtful	14.41	79.55
Less: Provision for Bad and Doubtful Debts	14.41	79.55
	<u> </u>	<u> </u>
	-	-
	<u> </u>	<u> </u>
ii) Other Receivables		
b) Unsecured, Considered Good :	783.40	928.99
	<u> </u>	<u> </u>
TOTAL	1,744.18	2,218.32
	<u> </u>	<u> </u>

Note: 13 Cash and Cash equivalents*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Cash on Hand	12.61	17.38
ii) Balance With Banks		
a) In Current Accounts	241.97	397.31
b) Bank Deposits (Maturing within 12 months)	11.45	608.60
c) Bank Deposits* (held as margin against Letter of credit/Bank Guarantees)	421.91	1,503.59
	<u> </u>	<u> </u>
TOTAL	687.94	2,526.88
	<u> </u>	<u> </u>

*Cash and cash equivalents, as on 31st March 2018, 31st March 2017 includes restricted bank balance of Rs 421.91 Lacs and Rs 1,503.59 lacs respectively. The restriction is primarily on account of cash and balance held as margin money deposited against gurantee /LC's issued by bank.

Note: 14 Other Financial Assets*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Interest Accrued on FDR	50.52	176.12
ii) Staff Advances	166.56	168.45
Less: Provision Made	132.05	-
Net Staff Advances	34.51	168.45
iii) Security Deposits	49.95	80.07
	<u> </u>	<u> </u>
TOTAL	134.98	424.64
	<u> </u>	<u> </u>

Note: 15 Current Tax Assets (Net)*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Advance Tax & TDS (Net)	373.51	376.30
	<u> </u>	<u> </u>
TOTAL	373.51	376.30
	<u> </u>	<u> </u>

Note: 16 Other Current Assets*(Rupees in Lakhs)*

S.No.	Particulars	As at 31.03.2018	As at 31.03.2017
i)	Loans & Advances		
	Unsecured, Considered Good	4,701.87	5,908.96
	Unsecured, Considered doubtful	598.69	–
	Less: Provision for doubtful debt	598.69	–
ii)	Inventories not moved for over one year*	–	1,248.74
	TOTAL	4,701.87	7,157.70

*Refer Note 10.

Note: 17 Equity Share Capital*(Rupees in Lakhs)*

S.No.	Particulars	As at 31.03.2018	As at 31.03.2017
1	AUTHORIZED CAPITAL		
i)	34,00,00,000 (31 March 2017 : 34,00,00,000) Equity Shares of Rs.1/- each	3,400.00	3,400.00
ii)	7,00,00,000 (31 March 2017 :7,00,00,000) Preference Shares of Rs.10/- each	7,000.00	7,000.00
		10,400.00	10,400.00
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL		
i)	13,41,43,160 (31 March 2017 : 13,41,43,160) Equity Shares of Rs.1/- each	1,341.43	1,341.43
	TOTAL	1,341.43	1,341.43

Note: 17.1 Reconciliation of Share**a) Equity Shares***(Rupees in Lakhs)*

Particulars	As at 31.03.2018	
	Number of Shares	Amount Shares
Number of Shares at the beginning	134,143,160.00	1,341.43
Add : Shares Issued	–	–
Number of Shares at the end	134,143,160.00	1,341.43

b) Preference Shares**(Rupees in Lakhs)*

Particulars	As at 31.03.2018	
	Number of Shares	Amount Shares
Number of Shares at the beginning	53,005,000.00	5,300.50
Add : Shares Issued	–	–
Number of Shares at the end	53,005,000.00	5,300.50

* Shown under the head Borrowings in note no 17 in terms of IND AS

c) Right, preferences and restrictions attached to shares

Equity Shares :

The Company has Issued equity shares having a par value of Rs 1/- per share. Each shareholder is eligible to one vote per share held and carry a right to dividend. The dividend, if proposed by the Board of Directors, is subjected to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity share held by the shareholders.

Preference Shares :

The Company currently has Issued 2% non cumulative redeemable preference shares of Rs 10/- each. Preference shares will not be redeemed before 10 years & not later than 18 years from the date of allotment at such premium as may be decided by the board of directors in accordance with the provision of Companies Act, 2013 or any re-enactment thereof.

Note: 17.2 Details of Shareholders Holding more than 5% Share Capital

Particulars	As at 31.03.2018	
	Number of Shares (In Lakhs)	% of Holding
Equity Shares		
Garima Buildprop Pvt Ltd	917.37	68.39%
Preference Share Capital		
Brassco Estate Pvt Ltd	530.05	100%

Note: 18 Other Equity

(Rupees in Lakhs)

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Capital Reserve		
Opening Balance	4,817.29	4,817.29
Closing balance	4,817.29	4,817.29
ii) Preference Shares Redemption Reserve		
Opening Balance	2,120.20	2,120.20
Closing balance	2,120.20	2,120.20
iii) General Reserve		
Opening Balance	1,544.99	1,544.99
Addition/(deduction) during the period (net)	—	—
Closing balance	1,544.99	1,544.99
iv) Retained Earnings		
Opening Balance	(52,323.63)	(31,564.68)
Add: Addition during the year	(27,328.76)	(20,758.95)
Closing balance	(79,652.39)	(52,323.63)

v) Equity component of Compound financial Instruments (Preference Shares)		
Opening Balance	43,211.96	42,090.69
Add: Addition during the year	–	1,121.27
Closing balance	43,211.96	43,211.96
vi) Other Comprehensive Income (OCI)(Net of Tax)		
Opening Balance	44.79	19.90
Add: Addition during the year	31.87	24.89
Less: Deletion during the year	2.93	–
	73.73	44.79
TOTAL	(27,884.22)	(584.40)

Note: 19 Borrowing *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured Liability Component of Compound Financial Instruments		
i) 5,30,05,000 (31 March 2017 : 5,30,05,000) 2% Non-cumulative Redeemable Preference Shares of Rs.10/- each fully paid	15,615.86	13,842.84
iii) 1,20,54,600 (31 March 2016 : 1,20,54,600) 0.1% Non-cumulative Redeemable Preference Shares of Rs.10/- each fully paid	106.43	90.99
TOTAL	15,722.29	13,933.83

Note: 20 Other Financial Liabilities *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured		
i) Advance from Related Parties	334.84	335.15
ii) Advance from Other	50.00	–
TOTAL	384.84	335.15

Note: 21 Provision *(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Provision from Employee Benefits		
a) Gratuity	163.44	162.74
b) Leave Encashment	120.35	132.92
ii) Provision for Dismantling	271.04	251.60
TOTAL	554.83	547.26

Note: 22 Other Non Current Liabilities*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
ii) Advance Against Long Term Supply Contracts	62,523.20	61,860.76
ii) Other Long Term Liabilities	7,706.05	9,735.69
TOTAL	70,229.25	71,596.45

Note: 23 Borrowings*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
Secured		
i) Deposits/ retention money	102.72	103.22
ii) Loans From Banks*	4,403.51	4,324.64
Unsecured		
i) Others	456.25	459.93
TOTAL	4,962.48	4,887.79

*Working capital facilities are secured by hypothecation of raw material, semi-finished goods, stock-in-process, consumable stores and book debts of the company.

Note: 24 Trade Payables*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Trade Payable		
(A) Total outstanding dues of micro and small enterprises		
(a) The principle amount relating to micro and small enterprises	132.48	156.07
(b) The Interest amount due but not paid	-	-
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(f) the amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure u/s 23 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(B) Total outstanding dues of creditor other than micro and small enterprises	9,385.30	5,011.84
TOTAL	9,517.78	5,167.91

Note: 25 Other Current Financial Liabilities*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Term Loan from Bank*	115,904.51	117,748.60
ii) Interest due but not paid on borrowings	26,438.18	13,179.92
TOTAL	142,342.69	130,928.52

* Since all term loans have become payable on demand in view of defaults in repayment of installment/ part of interest, entire term loan has been shown as current liabilities.

Note: 26 Other Current Liabilities*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Statutory Dues	5,618.23	3,214.40
ii) Unclaimed Bonus	6.40	6.40
iii) Personnel Expenses Payable	301.31	222.66
iv) Other expense payable	472.38	327.45
v) Advance from Customers	2,604.85	1,196.42
Less: Provision made	11.69	-
	2,593.16	1196.42
vi) Other Liabilities	1,471.10	2,216.06
vii) Guarantee against Performance	15.93	15.93
TOTAL	10,478.51	7,199.32

Note: 27 Provisions*(Rupees in Lakhs)*

S.No. Particulars	As at 31.03.2018	As at 31.03.2017
i) Provision for Employee Benefits		
a) Provision for Bonus	46.72	38.22
b) Provision for Gratuity	9.18	1.66
c) Provision for Leave Encashment	9.02	6.59
ii) Contingent provision for Standard Assets	-	1.02
TOTAL	64.92	47.49

Note: 28 Revenue from operation*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Sale of Products (Including Excise duty/GST)*	47,298.25	29,581.29
ii) Other Operating Revenues	1,129.26	959.88
TOTAL	48,427.51	30,541.17

*Includes Sponge Iron, Steel Billets, steel coil, Cold Rolling & Other Steel Auto Components.

Note: 29 Other Income*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Interest Income	132.25	208.97
ii) Other Income	130.08	114.19
iii) Profit on disposal & property, plant & equipment	236.35	–
iv) Profit on sale of short term investment	4.41	–
TOTAL	503.09	395.16

Note: 30 Cost of Material Consumed*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Opening Stock Raw material	3,889.09	5,142.10
ii) Add: Purchase of raw material	38,867.15	21,574.51
iii) Less: Closing Stock of Raw material	2,016.97	3,889.09
TOTAL	40,739.27	22,827.52

Note: 31 Change in Inventories of Finished Goods, Work in Progress and Stock in Trade*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Opening Stock of WIP	308.26	520.11
ii) Less: Closing Stock of WIP	720.34	308.26
	(412.08)	211.85
iii) Opening Stock of Finished Goods	299.76	1,223.85
iv) Less: Closing Stock of Finished Goods	904.68	299.76
	(604.92)	924.09
TOTAL	(1,017.00)	1,135.94

Note: 32 Employee Benefits Expenses*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Salaries and Wages	1,925.74	1,992.53
ii) Contribution to provident and other Funds	176.62	182.82
iii) Staff Welfare Expenses	122.84	155.73
TOTAL	2,225.20	2,331.08

Note: 33 Finance Costs*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Interest Expenses	13,790.20	11,556.94
ii) Interest on Liability Component of Compound Financial Instruments	1,788.46	1,553.94
iii) Interest cost on Dismantling	19.45	18.64
iv) Interest cost on Employee Benefits	21.45	22.24
v) Other Borrowing Costs	1,130.68	839.94
TOTAL	16,750.24	13,991.70

Note: 34 Depreciation and Amortization Expense*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Depreciation	10,056.27	10,261.64
ii) Preliminary Expenses written off	0.09	0.09
iii) Reversal of earlier years	(228.55)	–
TOTAL	9,827.81	10,261.73

Note: 35 Other Expenses*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
A Manufacturing Expenses		
i) Consumption of Stores and Spares Parts	2,106.40	2,286.33
ii) Excise Duty on Stock and Others	171.48	(100.64)
iii) Excise Duty on Sale of products	6,981.32	3,123.79
iv) Freight, Transportation and Handling charges	557.54	478.60
v) Payments to Contractors for Services	1,247.06	926.64
vi) Payments to Outside Agencies	324.66	437.47
vii) Power and Fuel	1,452.81	1,783.25
viii) Repairs to Machinery	95.71	255.98
ix) Transport Charges	48.13	139.69
	12,985.11	9,331.11
B Administration Expenses		
i) Auditors Remuneration	4.83	7.18
ii) Bank Charges	70.66	135.35
iii) Books & Periodicals	1.03	1.11
iv) Business Promotion Expenses	15.86	24.45
v) Charity & Donations	5.68	5.90

vi)	Director's Sitting Fee	–	0.40
vii)	Insurance	81.90	119.54
viii)	Legal and Professional Charges	105.05	85.93
ix)	Loss on disposal of property, plant & equipment	–	15.77
x)	Membership & Subscription Charges	0.20	0.83
xi)	Miscellaneous Expenses	260.32	92.01
xii)	Periphery Development Expenses	35.31	36.47
xiii)	Printing & Stationery	11.62	13.19
xiv)	Provision for Bad & Doubtful Debt	(361.61)	724.65
xv)	Provision on loss Assets	404.40	–
xvi)	Rates and Taxes, excluding, taxes on income	698.05	475.86
xvii)	Recruitment & Training Expenses	1.13	2.29
xviii)	Rent	30.29	30.92
xix)	Repairs to Buildings	15.26	26.60
xx)	Repairs to Other	23.07	18.24
xxi)	Vehicle Hire & Running Expenses	6.08	6.49
xxii)	Telephone, Communication & Postage Charges	26.14	31.26
xxiii)	Travelling & Conveyance Expenses	163.02	176.30
xxiv)	General Office Expenses	0.51	0.57
	Total (B)	1,671.95	2,031.31
C	Selling & Distribution Expenses		
i)	Advertisement and Publicity	2.92	1.89
ii)	Commission to Selling Agents	114.82	130.67
	Total (C)	117.74	132.56
	Total (A+B+C)	14,774.80	11,494.98

*Include Rs. 73.15 lakhs (net) pertaining to certain written off/written back old outstanding non confirmed/Non Moving payable/receivable from parties for over a period of more than three years.

Note: 35.1 Payment to Auditors

(Rupees in Lakhs)

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) As Auditors	4.08	4.37
ii) For Taxation Matters	0.50	1.00
iii) For Management Services	0.25	1.15
iv) For Reimbursement of Expenses	–	0.66
TOTAL	4.83	7.18

Note: 36 Exceptional Items [Expense/ (Income)]

(Rupees in Lakhs)

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
i) Loss on de-allocation of coal mines*	–	1,782.71
TOTAL	–	1,782.71

*Represent write off on de-allocation of coal-mines, held by the step down subsidiaries of the company

Note : 37 Other Comprehensive income (Net of Tax)*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Items that will not be reclassified to Profit or loss		
i) FVTOCI-Equity Instrument	1.44	1.95
ii) Deferred Tax effects	(0.44)	(0.60)
iii) Reclassification of Actuarial gain/(loss) arising in respect of Gratuity	23.09	37.32
iv) Deferred Tax effects	(7.13)	(11.53)
v) Reclassification of Actuarial gain/(loss) arising in respect of Earned Leave	21.58	(3.26)
vi) Deferred Tax effects	(6.67)	1.01
	31.87	24.89

Note: 37.1 Contingencies & Commitments (to the extent not provided for)*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
A Contingent Liabilities		
i) Claims against the company not acknowledged as debt*	2,232.80	1,234.46
ii) Gurantees excluding financial guarantees;	12,149.99	12,181.65
iii) Letter of credit issued on behalf of company (outstanding amount)	252.76	239.72
	14.635.55	13,655.83
B Commitments		
i) Estimated amount of contracts remaining to be executed on capital amount (net of advance)	1,444.00	1,444.00
	1,444.00	1,444.00

Note: 38 Earning Per Share (EPS) (Ind-AS 33)*(Rupees in Lakhs)*

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
1 Basic		
Opening number of shares (In lakhs)	1,341.43	1,341.43
Shares issued during the year (in Lakhs)	-	-
Closing number of shares (in Lakhs)	1,341.43	1,341.43
Weighted Average number of shares(in Lakhs)	1,341.43	1,341.43
Net Profit /(Loss) after Tax for the period from continuing operations	(27,328.78)	(20,758.95)
EPS for continuing operations (Rs per Share)	(20.37)	(15.48)
Net Profit /(Loss) after Tax for the period from discontinuing operations	-	-
EPS for discontinuing operations (Rs per Share)	-	-
Net Profit /(Loss) after Tax for the period from continuing and discontinued operations	(27,328.78)	(20,766.01)
EPS for continuing and discontinuing operations (Rs per Share)	(20.37)	(15.48)

2 Diluted		
Number of shares considered as basic weighted average shares outstanding	1,341.43	1,341.43
Add: Weighted Average of Dilutive Equity	–	–
Number of shares considered as diluted for calculating of Earning per share Weighted Average	1,341.43	1,341.43
Net Profit/(Loss) after Tax for the period from continuing operation	(27,328.78)	(20,758.95)
Add: Effective Cost of Dilutive Equity	–	–
Net Profit /(Loss) after Tax for the period from continuing operations for Dilution	(27,328.78)	(20,758.95)
Diluted EPS for continuing operations (Rs per Share)	(20.37)	(15.48)
Net Profit /(Loss) after Tax for the period from discontinuing operations for Dilution	–	–
Diluted EPS for discontinuing operations (Rs per Share)	–	–
Net Profit /(Loss) after Tax for the period from continuing and discontinued operations for Dilution	(27,328.78)	(20,766.01)
EPS for continuing and discontinued operations (Rs per Share)	(20.37)	(15.48)

Note: 36 Employee Benefits (Ind-AS 19)

The following data are based on the report of the Actuary.

The principal assumptions used in the actuarial valuation are as below:-

Discount rate	7.71%
Expected rate of future salary increase	10%

(Rupees in Lakhs)

S.No. Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
1) Gratuity (Funded)		
1.A) Change in Present Value of Obligations		
Present value of obligations at beginning of year	232.57	233.88
i) Acquisition Adjustments	0.70	-
ii) Interest Cost	16.71	17.52
iii) Current Service cost	35.32	40.77
iv) Benefits Paid	(17.68)	(24.70)
v) Actuarial Loss on Obligations	(23.70)	(34.90)
Present Value of Obligations at the end of the year	243.92	232.57
1.B) Changes in Fair Value of Plan Assets		
Present Value of Obligations at beginning of year	68.17	74.84
Expected Return on Plan Assets	4.94	5.30
Actual Company Contributions	9.56	7.66
Actuarial Gain/(Loss)	(0.61)	2.42
Benefits Paid	(10.76)	(22.05)
Plan assets at the end of the year	71.30	68.17
1.C) Liability recognized in the Balance Sheet		
Present Value of Obligations at the end of year	243.92	232.57
Fair Value of Plan Assets as at the end of year	71.30	68.17
Funded/Unfunded Status	172.62	164.40
Unrecognized Actuarial Gain/(Loss)	–	–
Net (Assets) (Not recognized)/Liability recognized in Balance sheet	172.62	164.40

1.D) Expenses recognized in Profit and Loss Account		
Current Service Cost	36.02	40.77
Past Service Cost		
Interest Cost	11.77	12.22
Expected return on Plan Assets		
Net Actuarial (Gain)/Loss recognized during the year	–	–
	<hr/>	<hr/>
Total Expenses recognized in Profit and Loss Account	47.79	52.99
	<hr/>	<hr/>
1.E) Other Comprehensive Income		
Actuarial (Gain)/Losses	(23.09)	(37.32)
	<hr/>	<hr/>
Expenses/(Income) recognised in OCI	(23.09)	(37.32)
	<hr/>	<hr/>
2) Leave Encashment(Unfunded)		
2.A) Change in present value of obligations		
Present value of obligations at beginning of year	139.51	140.93
i) Acquisition Adjustments	0.42	–
ii) Interest Cost	9.7	10.02
iii) Current Service Cost	21.55	9.90
iv) Benefits Paid	(20.23)	(36.48)
v) Actuarial Loss on Obligations	(21.58)	15.14
vi) Plan Amendments	–	–
	<hr/>	<hr/>
Present Value of Obligations at the end of year	129.37	139.51
	<hr/>	<hr/>
2.B) Liability recognized in the Balance Sheet		
Present Value of Obligations at the end of year	129.37	139.51
Fair Value of Plan Assets as at the end of year	–	–
Funded/Unfunded Status	129.37	139.51
Unrecognized Actuarial Gain/(Loss)		
Net (Assets) (Not recognized)/Liability recognized in Balance sheet	129.37	139.51
	<hr/>	<hr/>
2.C) Expenses recognized in Profit and Loss Account		
Current Service Cost	21.55	9.90
Interest Cost	9.7	10.02
Actuarial (Gain)/Losses	–	11.88
	<hr/>	<hr/>
Total Expenses recognized in Profit and Loss Account	31.25	31.80
	<hr/>	<hr/>
2.D) Other Comprehensive Income		
Actuarial (Gain)/Losses	(21.58)	3.26
	<hr/>	<hr/>
Expenses/(Income) recognised in OCI	(21.58)	3.26
	<hr/>	<hr/>

As per our report of even date attached.

For A.C GUPTA & ASSOCIATES

Chartered Accountants

Firm Regd. No. 008079N

Sd/-

A.C Gupta

Partner

Director

Membership No.: 008565

Place : New Delhi

Date : 30th May, 2018

Sd/-

B.P. Mishra

Managing Director

Sd/-

Kamadev Behera

Chief Financial Officer

Sd/-

Sanjay Tiku

Director

Sd/-

Khushboo Chugh

Company Secretary

For and on behalf of the Board

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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

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

Notes :

- 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.
- A proxy need not be a Member of the Company.

Revenue
Stamp



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.

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BOOK-POST

If undelivered please return to :

OCL IRON AND STEEL LIMITED

Regd Office:

Vill. Lamloi, P.O. Garvana, Rajgangpur - 770017

Distt: Sundargarh, Orissa