



## NOTICE

NOTICE is hereby given that the 12<sup>th</sup> Annual General Meeting of the members of **OCL IRON AND STEEL LIMITED** will be held **on Saturday, i.e. 23<sup>rd</sup> September, 2017 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, 2017** 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, 2017** and the Report of the Auditors thereon.
2. To appoint a Director in place of **Mr. Vinod Kumar Uppal (DIN: 00897121)** who retires by rotation and being eligible, offers himself for re-appointment.
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, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. A.C. GUPTA & ASSOCIATES, Chartered Accountants (Firm Registration No. 008079N), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and be further ratified at every AGM till the conclusion of 15th AGM, on such remuneration as may be determined by the Board of Directors.”

### SPECIAL BUSINESS

4. **Ratification of Remuneration to be paid to Mr. Yash Pal Sardana, Cost Accountants, Cost Auditors of the Company for the financial year 2017-18.**

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 on the recommendations of the Audit Committee, to be paid to Mr. Yash Pal Sardana, Cost Accountants (Membership No. - 17996), Cost Auditors of the Company for Cost Audit w.r.t the financial year 2017-18, 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”

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

Place : New Delhi  
Dated : 19.08.2017

**Yogesh Kapur  
(Chairman)  
DIN: 00014385**

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special business under Item No. 4 above, is annexed hereto.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.



3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing the Proxy, in order to be effective, must be deposited at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 18th September, 2017 to Saturday 23rd September, 2017 (inclusive of both days)** for the purpose of compliance with the annual closure of books as per section 91 of the Companies Act, 2013.
6. The Notice of the Annual General Meeting is also uploaded on the website of the Company ([www.oclsteel.in](http://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 18 , 2017
7. 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 (P) Limited**. 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 (P) 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 (P) Limited
8. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
9. 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 dematerialized 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 addresses with **M/s. CB Management Services (P) Limited**, the Company's Registrars and Share Transfer Agents.
10. Members are requested to : -
  - bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip, Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day preceding the day of Annual General Meeting.
  - bring their copies of Notice to the Meeting as the same will not be redistributed at the venue of Annual General Meeting.
  - quote their Folios/Client ID & DP Id Nos. in all correspondence.
  - Corporate Members are requested to send a duly certified copy of the Board Resolutions/ Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.



11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to **M/s. CB Management Services (P) Limited.** for consolidation into a single folio.
13. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
14. Pursuant to Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is offering e-Voting Facility for all shareholders of the Company, as an alternate, to enable them to cast their votes electronically instead of casting their votes at the meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically in Meeting (instead of e-voting) can do the same.
15. The Company has appointed M/s. S. Khurana & Associates, Practicing Company Secretary (Membership Number-35297) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
16. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting, shall be able to exercise their right at the meeting through polling paper.

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

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on Wednesday, 20.09.2017 (from 09:00 A.M IST) and will end on Friday, 22.09.2017 at (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (a) The voting period begins on Wednesday, 20.09.2017 (from 09:00 A.M IST) and will end on Friday, 22.09.2017 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, 15.09.2017 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](http://www.evotingindia.com).
- (d) Click on Shareholders.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>● 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</li> <li>● 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>● 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 18002005533.

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](http://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.

**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:**

1. Name of Director	Mr. Vinod Kumar Uppal
DIN	00897121
Date of Birth	14.11.1962
Age	54 years
Experience	32 Years
Qualification	MBA
Expertise	Finance & Operations
Date of Appointment	10.07.2012
List of other Listed Companies in which Directorships held	M/s Newtime Infrastructure Ltd M/s Adhbhut Infrastructure Ltd



Relationship with other Directors, Managers and KMPs	No inter-se relationship
No. of Meetings attended during the year	4
Number of Directorships held in listed entities including this listed entity	3
No. of Chairmanship in Audit/ Stakeholder Committee held in listed entities including this listed entity	0
No. of Membership in Audit/ Stakeholder Committee held in listed entities including this listed entity	3
Terms and Conditions of Appointment/Re-appointment along with details of Remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company
Remuneration last drawn	Nil
Shareholding in the Company	Nil

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

##### **ITEM NO. 4**

The Board, on the recommendation of the Audit Committee, has appointed Mr. Yash Pal Sardana, Cost Accountants (Membership No.- 17996) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18 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 passing of the resolution as set out at Item No. 4 of the Notice as an Ordinary Resolution

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

**Place : New Delhi  
Dated : 19.08.2017**

**Yogesh Kapur  
(Chairman)  
DIN: 00014385**

**OCL IRON AND STEEL LIMITED**

**Registered Office:** Vill. Lamloi, P.O. Garvana, Rajgangpur – 770017 Distt: Sundargarh, Orissa

**Tel.:** +91 6624 222 562/563 **Fax No:** +91 6624 222 564 **E-mail:** [oclion@gmail.com](mailto:oclion@gmail.com)

**Web:** [www.oclsteel.in](http://www.oclsteel.in) **CIN No.:** L27102OR2006PLC008594

**FORM NO.MGT-11**

**PROXY FORM**

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

Name of the Member (s) : .....

Registered address : .....

E mail id : .....

Folio No. / Client Id:.....

DP ID:.....

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

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him / her

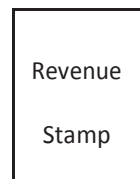
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him / her

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Saturday, the **23<sup>rd</sup> day of September, 2017 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 AGM Notice convening the meeting, as are indicated below:

Resolution No.	Description	VOTE	
		FOR	AGAINST
1	1. To receive, consider and adopt: a) The Audited Standalone Financial Statements of the Company for the Financial Year ended <b>March 31, 2017</b> 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 <b>March 31, 2017</b> and the Report of the Auditors thereon.		
2	To appoint a Director in place of <b>Mr. Vinod Kumar Uppal (DIN: 00897121)</b> who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ratification of Appointment of Statutory Auditors.		
4	Ratification of remuneration to be paid to Mr. Yash Pal Sardana, Cost Accountants, Cost Auditors of the Company for the financial year 2017-18.		

Signed this ..... day of ..... 2017



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

**Notes:**

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

**OCL IRON AND STEEL LIMITED**

**Registered Office:** Vill. Lamloi, P.O. Garvana, Rajgangpur – 770017 Distt: Sundargarh, Orissa

**Tel.:** +91 6624 222 562/563 **Fax No:** +91 6624 222 564 **E-mail:** [ocliron@gmail.com](mailto:ocliron@gmail.com)

**Web:** [www.oclsteel.in](http://www.oclsteel.in) **CIN No.:** L27102OR2006PLC008594

**ATTENDANCE SLIP**

(To be handed over at the Registration Counter)

DP Id****		Folio No.	
Client Id****		No of Shares	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Saturday, the **23<sup>rd</sup> day of September, 2017 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 Holder(s)

\_\_\_\_\_  
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.**