

**PROCEEDINGS OF NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S OCL IRON AND STEEL LIMITED HELD AT VILL. LAMLOI, P.O. GARVANA, RAJGANGPUR-770017 (DISTT. SUNDARGARH, ORISSA) ON TUESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2014**

**I. CHAIRMAN**

Mr. Yogesh Kapur, Chairman, presided the meeting. Total 38 members (32 members in person and 6 in proxy) attended the meeting.

**II. QUORUM AND NOTICE**

The Company Secretary apprised the Chairman that the required quorum as per the Companies Act, 2013 was present for conducting the affairs of the meeting. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order. Notice convening the members was taken as read.

**III. ADDRESS BY CHAIRMAN**

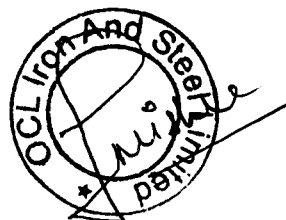
The Chairman gave his speech about the performance of the Company and changes proposed to accelerate the growth in near future.

**IV. E-VOTING**

Then the Company Secretary informed the members present that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company has provided e-voting facility through CDSL in respect of business to be transacted at the Ninth Annual General Meeting of the Company.

The e-voting has remained open from 19<sup>th</sup> September, 2014 (10.00 a.m.) to 20<sup>th</sup> September, 2014 (6.00 p.m.) and the appointed Scrutinizer Ms. Iqneet kaur, Practicing Company Secretary has submitted her report to the Chairman on 23<sup>rd</sup> September, 2014.

**V. AGENDA**



The Company Secretary at the behest of the Chairman read the agenda taking up the resolutions one by one. Since, as per Scrutinizer's Report the resolution no. 1 to 5 has already received requisite majority through e-voting, the Chairman declared the resolutions as passed with requisite majority.

## **VI. RESOLUTIONS PASSED**

The following resolutions were passed through e-voting and voting at AGM:

### **Ordinary Business**

1. Adoption of Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with Report of Directors and Auditors thereon.
2. Declaration of Dividend @ 2% on Fully Paid-up Redeemable Non Cumulative Preference Shares.
3. Appointment of a Director in place of Mr. Vinod Kumar Uppal who retires by rotation and being eligible offer himself for re-appointment.
4. Appointment of M/s A.C Gupta & Associates, Chartered Accountants, as Statutory Auditors, and to fix their remuneration.

### **Special Business**

5. Ratification of remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2015.

## **VII. VOTE OF THANKS**

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

**Certified to be True Copy**

**For OCL Iron and Steel Limited**

  
**Jyoti Mishra**  
**Company Secretary**

**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
OCL Iron and Steel Limited,  
Vill: Lamloi, P.O. Garvana,  
Rajgangpur-770017. (Distt. Sundargarh), Orissa

Ninth Annual General Meeting of the Equity Shareholders of OCL Iron and Steel Limited to be held on Tuesday, 30<sup>th</sup> September, 2014 at Vill: Lamloi, P.O. Garvana, Rajgangpur-770017. (Distt. Sundargarh), Orissa

**Subject: Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

I, **Iqneet Kaur**, appointed as Scrutinizer for the purpose of the e-Voting taken on the below mentioned resolution(s), at the Ninth Annual General Meeting of the Equity Shareholders of OCL Iron and Steel Limited, held on 30<sup>th</sup> September, 2014 at Vill: Lamloi, P.O. Garvana, Rajgangpur-770017. (Distt. Sundargarh), Orissa

1. The Board of Directors of the company at its meeting held on 03.09.2014 has appointed me as a Scrutinizer for the e-voting process.
2. The Company has appointed Central Depository Services of India Limited (CDSL) to provide the facility of e-Voting with respect to the Ninth Annual General Meeting of the Shareholders.
3. As on the cut-off date (29<sup>th</sup> August, 2014) there were 9409 Shareholders. Notice was sent to 3300 shareholders through email and to 6109 shareholders by registered post. The completion of dispatch of Notice was done on 5<sup>th</sup> September, 2014.
4. As per the said rules, the Company mentioned in the Notice that the e-voting period commenced on Friday, 19<sup>th</sup> September, 2014 (10:00 a.m.) and ended on Saturday, 20<sup>th</sup> September, 2014 (6:00 p.m.) and that any votes cast after 6.00 p.m. on 19<sup>th</sup> September, 2014 was not valid.
5. As per the Rules, the Company also published in newspapers, (Business Standard & Utkal Mail, dated 11<sup>th</sup> September, 2014) more than 5 days in advance from the commencement of the e-voting period. All required details relating to the e-voting was published.

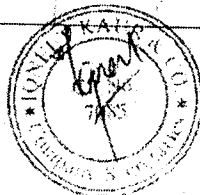


6. At the end of the voting period on 19<sup>th</sup> September, 2014 (6:00 p.m.), the voting portal was blocked by CDSL. On 22<sup>nd</sup> September, 2014 the votes casted through e-voting facility was duly unblocked by me as the Scrutinizer in presence-of two witnesses.
7. I have compiled the details of the votes cast through e-voting and I submit my Report as under:-

A summary of the votes cast through e-voting is given below:

Total votes cast 6 (105308157 Shares)  
 Less: Invalid votes Nil – (Nil Shares)  
 No. of Valid votes – 6 – (105308157 Shares)

Sl. No.	Description	Type of Resolution	Total No of Valid Votes cast	No. of Votes cast in favour of the Resolution	No. of Votes cast against the Resolution	%age of Votes cast in favour	%age of votes cast against
(1)	Consideration and adoption of the Audited Balance Sheet for the year ended 31st March, 2014 and the Statement of Profit & Loss as on that date together with the reports of the Directors' and Auditor's thereon.	Ordinary	44(105394783)	44(105394783)	Nil	100%	Nil
(2)	Declaration of dividend @ 2% on Fully Paid-up Redeemable Non Cumulative Preference Shares	Ordinary	44(105394783)	44(105394783)	Nil	100%	Nil
(3)	Appointment of a Director in place of Mr. Vinod Kumar Uppal (DIN-00897121), who retires by rotation and is eligible for re-appointment.	Ordinary	44(105394783)	44(105394783)	Nil	100%	Nil
(4)	Appointment of M/s A.C. Gupta & Associates, Chartered Accountants.(Firm	Ordinary	44(105394783)	44(105394783)	Nil	100%	Nil



	Registration No. 008079N) as Statutory Auditors and to fix their remuneration						
(5)	Ratification of remuneration of the Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2015	Ordinary	44(105394783)	44(105394783)	Nil	100%	Nil

All the resolutions stands passed under e-voting with the requisite majority.

I hereby confirm that I am holding the Registers received from CDSL both electronically and manually, in respect of the votes cast through e-voting by the shareholders of the Company. It shall be handed over to the Chairman or to any person authorised by him in due course as prescribed in the said Rules.

Thanking you.



Place: New Delhi

Dated: 22<sup>nd</sup> September, 2014