



9th Annual Report
2013 - 14



OCL IRON & STEEL LIMITED



OCL IRON AND STEEL LIMITED

CIN: L27102OR2006PLC008594

NINTH ANNUAL REPORT - 2013-2014

Board of Directors

Mr. Yogesh Kapur	<i>Chairman</i>
Mr. Nandkishore Taori	<i>Managing Director</i>
Mr. Aditya Malhotra	<i>Director</i>
Mr. Sanjay Tiku	<i>Director</i>
Mr. Vinod Kumar Uppal	<i>Director</i>

Company Secretary & Compliance Officer

Ms. Jyoti Mishra

Auditors

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

Bankers

State Bank of India
United Bank of India
Andhra Bank

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 2287 0263
Email: rta@cbmsl.com
Website : www.cbmsl.com

Registered Office and Unit 1:

1. Vill. Lamloi, P.O. Garvana,
Rajgangpur - 770 017.
Distt: Sundargarh, Orissa.

Unit 2:

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

Unit 3:

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

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NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the members of **OCL IRON AND STEEL LIMITED** will be held on Tuesday, 30th day of September, 2014 at 10.00 A.M. at the Registered Office of the Company situated at Vill. Lamloi, P.O. Garvana, Rajgangpur – 770017 (Dist. Sundargarh, Orissa) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare dividend @ 2% on Fully Paid-up Redeemable Non Cumulative Preference Shares.
3. 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.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

5. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2015 and in this regard 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 Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of the Cost Auditors approved by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all 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

Sd/-

Jyoti Mishra

Company Secretary

Membership No.: A27293

Place : New Delhi
Dated : 3rd September, 2014

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 5 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL ONLY) INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

An instrument appointing proxy, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting. Pursuant to Section 105 of the Companies Act, 2013 and Rules made thereunder, a person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. The Register of Members and Share Transfer books of the Company will remain closed from Monday, 22nd September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).

5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during working days except Sundays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. M/s CB Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700019 are the Registrar and Share Transfer Agent (RTA) of the Company to handle transfers both in physical and electronic segments and other related matters. Shareholders are requested to address all their correspondence to the Registrar and Share Transfer Agent at the above address.
7. Members who hold shares in electronic mode are requested to quote their Client Id and DP Id number and those who hold shares in physical form are requested to write their Folio numbers in all correspondence with the Company/Registrar for facilitating quick disposal of the matters.
8. Members desirous of making a nomination in respect of their shareholding in the Company under the Companies Act, 2013, are requested to send their requests in requisite form, which can be obtained from Registrar and Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
9. The Members/Proxies attending the Annual General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their Folio number 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.
10. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by the Companies. In order to support this green initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses.

11. E-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the Annual General Meeting.

12. The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The procedure and instructions for the voting through electronic means are as follows:

A. In case of Members receiving e-mail from the Company's Registrar & Share Transfer Agent [for Members whose email Ids are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s)]:

- (i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- (ii) Log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab to cast your votes.
- (iv) Now, select the Electronic Voting Sequence Number-"EVSN" along with "OCL IRON AND STEEL LIMITED" from the drop down menu and click on "SUBMIT".
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department	

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234X> in the PAN field.

Please enter any one of the details in order to login.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in Physical Form will then reach directly the EVSN selection screen. However, members holding shares in Demat Form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolution 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.
- (viii) Now Select the relevant Electronic Voting Sequence Number (EVSN)–along with "OCL IRON AND STEEL LIMITED" on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

B. In case of members receiving the physical copy of Notice of Annual General Meeting [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xii) above, to cast vote.

- C.** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- D.** The voting through electronic means will commence on 19th September, 2014 at 10.00 a.m. and will end on 20th September, 2014 at 6.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e. 29th August, 2014 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 the shareholder, the shareholder shall not be allowed to change it subsequently.
- E.** Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, then he/she should not cast his vote at the Meeting also and vice-a-versa. However, in case, Members have cast their vote at a Meeting and also by e-voting, then voting done at the Meeting shall prevail and voting done by e-voting shall be treated as invalid.
- F.** 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.

- G.** The Scrutinizer will submit her report addressed to the Chairman, within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on the Resolution at the Meeting shall be announced by the Chairman on 30th September, 2014. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's Website i.e. www.oclsteel.in and on the website of CDSL within two working days of the passing of resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchange(s).

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

Name of Director	Mr. Vinod Kumar Uppal (DIN: 00897121)
Date of Birth	14.11.1962
Qualification	MBA
Expertise	Finance & Operations
Date of Appointment	10.07.2012
List of other Companies in which Directorships held (excluding foreign companies, private companies and alternate directorships)	<ul style="list-style-type: none"> • M/s ACIL Limited • M/s Rollatainers Limited • M/s R T Packaging Ltd • M/s Oriental Iron Casting Limited • M/s Aron Auto Limited • M/s Newtime Infrastructure Limited
Shareholding in the Company	Nil

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

In terms of the Section 148 of the Companies Act, 2013, your Company is required to have its cost records audited by Cost Accountant in practice. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015.

Consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2015.

The Board recommends passing of resolution by shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in the resolution set out at Item No. 5 of the Notice.

By Order Of The Board
FOR OCL IRON AND STEEL LIMITED

Place : New Delhi
Dated : 3rd September, 2014

Sd/-
Jyoti Mishra
Company Secretary
Membership No.: A27293

DIRECTORS' REPORT

TO
THE MEMBERS,
OCL IRON AND STEEL LIMITED

Your Directors have pleasure in presenting the Ninth Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2014.

FINANCIAL RESULTS

(Rupees in Lacs)

Particulars	Year ended 31 st March, 2014	Year ended 31 st March, 2013
Revenue from Operations	61093.00	32565.88
Other Income	888.92	1969.89
Total Revenue	61981.92	34535.77
Total Expenses	56588.84	31961.24
Profit before Finance Cost, Depreciation and Tax	5393.08	2574.53
Finance Cost	3200.12	835.61
Depreciation	1859.18	1058.66
Profit before tax	333.78	680.26
Tax Expenses	93.34	262.53
Profit after Taxation	240.44	417.73
Add balance brought forward from Previous Year	1891.86	2236.77
Surplus Available	2132.30	2654.50
APPROPRIATION		
Transfer to Debenture Redemption Reserve Account	0.00	109.38
Transfer to Capital Redemption Reserve Account	530.05	530.05
Dividend on Preference Shares	106.01	106.01
Tax on Dividend of Preference Shares	17.20	17.20
Surplus carried to Balance Sheet	1479.04	1891.86

PERFORMANCE

During the year under review, the Company has earned revenue from operations amounting to Rs. 61093.00 lacs as compared to Rs. 32565.88 lacs in the previous year. Profit after Tax (PAT) stood at Rs. 240.44 lacs as against Rs. 417.73 lacs in the previous year.

DIVIDEND

For the year ended 31st March, 2014, the Board of Directors recommends dividend @ 2% on Fully Paid-up Redeemable Non Cumulative Preference Shares. However, in view of the ongoing expansion projects of the Company, no dividend is recommended on Equity Shares of the Company. The total outgo on account of dividend on Preference Shares will be Rs. 123.21 lacs (including dividend tax of Rs. 17.20 lacs).

OPERATIONS

During the FY 2013-14, the Company produced 95,554 MT of DRI as compared to 87,247 MT in FY 2012-13. During the year, Company produced 75,557 MT of MS Billets as compared to 69,677 MT in FY 2012-13.

The Company has generated 907.04 lacs units of power as compared to 821.23 lacs units in FY 2012-13.

DIRECTORS

During the period under review, Mr. Sanjiv Bhasin (DIN: 01119788), Director of the Company resigned from the Directorship w.e.f. 13th August, 2013. The Board wishes to place on record, its appreciation

for the contribution made by Mr. Sanjiv Bhasin (DIN: 01119788) during his association with the Company as a director.

Mr. Vinod Kumar Uppal, (DIN: 00897121) Director of the Company retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Brief resume of the Director proposed to be re-appointed as stipulated under Clause 49 of the Listing Agreement is provided in the notice forming part of Annual Report. Further, the name of the Companies in which he holds memberships/chairmanships of Board/Committees, is provided in the Corporate Governance Section of this Annual Report.

SUBSIDIARIES

In accordance with the general circular dated 08/02/2011 read with circular dated 21/02/2011, issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the Subsidiary Companies are not being attached with the Balance Sheet of the Company. However the financial information of the Subsidiary Companies is disclosed in the Annual Report in compliance with the said circular. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the holding and subsidiary Company seeking information at any point of time. The Annual Accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements presented by the Company includes the financial results of its Subsidiary Companies.

AUDITORS

M/s A.C. Gupta & Associates, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and have given their consent for re-appointment.

COST AUDITORS

In terms of Section 148 of the Companies Act, 2013, Mr. Yash Pal Sardana (Membership No. 17996) Practicing Cost Accountant was appointed by the Board to audit the cost records of the Company for the year ended 31st March, 2015.

AUDITOR'S REPORT

The Auditor's Report is attached hereto and is self-explanatory requiring no elucidation.

PUBLIC DEPOSITS

Since, the Company has not accepted any deposits, no information is required to be furnished in this respect.

DEMATERIALISATION OF SHARES

The Company has admitted its shares to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of shares. The International Securities Identification Number (ISIN) allotted to the Company with respect to Equity Shares is INE 196J01019. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI).

The Equity Shares of the Company are actively traded on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

As on 31st March, 2014, 12,97,86,612 Equity Shares representing 96.75% of your Company's Equity Share Capital are in dematerialized form.

LISTING AT STOCK EXCHANGES

The Equity Shares of Company are listed on "Bombay Stock Exchange Limited" and "National Stock Exchange of India Limited". The Company has paid its Annual Listing Fee to the stock exchanges for the financial year 2014-2015.

STATUTORY INFORMATION

- Particulars of Employees under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975- NIL

- Statutory details of Energy Conservation and Technology Absorption, R&D activities and Foreign Exchange Earning and Outgo, as required under Section 217(1)(e) of the Companies Act, 1956 and rules prescribed there under i.e. the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 are given in the Annexure I and form part of this Annual Report.

RECONCILIATION OF SHARE CAPITAL AUDIT

As per the directive of the Securities & Exchange Board of India ("SEBI"), M/s Iqneet Kaur & Company, Company Secretaries, New Delhi, undertakes the 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 the admitted, issued and paid up capital of the Company.

The Share Capital Audit Reports as submitted by M/s Iqneet Kaur & Company, Company Secretaries, New Delhi, on quarterly basis were forwarded to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

CASH FLOW STATEMENT

As required by Clause 32 of the Listing Agreement a Cash Flow Statement is annexed and forms part of this Annual Report.

CONSOLIDATED FINANCIAL STATEMENT

Consolidated Financial Statements in accordance with Accounting Standard-21 issued by The Institute of Chartered Accountants of India have been provided in the Annual Report. These Consolidated Financial Statements provide financial information about your Company and its subsidiaries as a single economic entity.

CORPORATE GOVERNANCE

A separate Section on Corporate Governance, Management Discussion and Analysis and the certificate from the CEO, CFO and Company's Statutory Auditors as required under Clause 49 of the Listing Agreement with stock exchange, is forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions contained in Section 217(2AA) of the Companies Act, 1956, it is hereby confirmed:

- that in the preparation of the annual accounts for the year ended 31st March, 2014, the applicable Accounting Standards have been followed;
- that 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 at the end of the financial year and of the profit or loss of the Company for that period;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities; and
- that the Directors have prepared the Annual Accounts on Going Concern Basis.

INDUSTRIAL RELATIONS

During the year under review, the relations between the Management and the workmen were highly cordial.

Human resource initiatives such as skill upgradation, 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 endeavors to promptly respond to shareholders' requests/grievances. Each and every issue raised by the shareholders 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 redressal of investors' grievances.

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 and the investors for their continued support, co-operation and assistance.

By Order Of The Board
FOR OCL IRON AND STEEL LIMITED

Place : New Delhi
Dated : 3rd September, 2014

Sd/-
Yogesh Kapur
Chairman
DIN: 00014385