



OCL IRON AND STEEL LIMITED

11th ANNUAL REPORT
2015 - 2016



OCL IRON AND STEEL LIMITED

CIN: L27102OR2006PLC008594

ELEVENTH ANNUAL REPORT - 2015-2016

Board of Directors

Mr. Yogesh Kapur	<i>Chairman and Independent Director</i>
Mr. Birendra Jee	<i>Managing Director</i>
Mr. Sanjay Tikku	<i>Independent Director</i>
Mr. Vinod Kumar Uppal	<i>Non-Executive Director</i>
Ms. Ankita Wadhawan	<i>Independent Director</i>

Chief Financial Officer

Mr. T.K. Laskar

Company Secretary & Compliance Officer

Ms. Yugami Arora

Auditors

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

Bankers

State Bank of India
UCO Bank
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 2287 0263
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 11th Annual General Meeting of the members of **OCL IRON AND STEEL LIMITED** will be held on Monday, 26th September, 2016 at 09.30 A.M. at the Registered Office of the Company at Vill. Lamloi, P.O. Garvana, Rajgangpur – 770017 (Dist. Sundargarh, Orissa) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016 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, 2016 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. 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 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 of the Company on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS

4. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2017 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 the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of Mr. Yash Pal Sardana (Membership No. 17996), the Cost Auditors of the Company as 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, 2017 be and is hereby ratified.”

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Place : New Delhi
Dated : 06.08.2016

Sd/-
Yugami Arora
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 4 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 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 Tuesday, 20th September, 2016 to Monday, 26th September, 2016 (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 Private Limited having their office at P-22, Bondel Road, Kolkata - 700019 are the Registrar and Share Transfer Agent (RTA) of the Company and all transfers both in physical and electronic segments and other related matters are managed by them. Members 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/ Client Id at the entrance of the meeting hall. Admission to 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 the Green Initiative, members who have not registered their e-mail addresses so far, are requested to register the same with M/s CB Management Services Private Limited, the Registrar and Share Transfer Agent of the Company.
11. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. 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 vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on September 23rd, 2016 (9:00 am) and ends on September 25th, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19th, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be

disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [FOR MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S)]

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "OCL Iron and Steel Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.sachinkhurana@gmail.com with a copy marked to evoting@nsdl.co.in.

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE OF AGM [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANTS(S) OR REQUESTING PHYSICAL COPY]

- (i) Initial password is provided along with the Annual Report:

EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of September 19, 2016.

X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Mr. Sachin Khurana, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.oclsteeel.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

REQUISITE INFORMATION IN RESPECT OF DIRECTORS SEEKING APPOINTMENT OR 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	31 Years
Qualification	MBA
Expertise	Finance & Operations
Date of Appointment	10.07.2012
List of other Companies in which Directorships held	<ul style="list-style-type: none"> ● M/s ACIL Limited ● M/s Mysore Commerce and Sales Pvt Ltd ● M/s Dwarka Buildwell Pvt Ltd ● M/s Mysore Lubricants & Oils Pvt Ltd ● M/s R T Packaging Ltd ● M/s Shri Tirupati Balaji Scrap Agency Pvt. Ltd. ● M/s Oriental Iron Casting Ltd ● M/s Aron Auto Ltd ● M/s Newtime Infrastructure Ltd

	<ul style="list-style-type: none"> ● M/s Karukrit Suppliers Pvt Ltd ● M/s Oasis Tradecom Pvt Ltd ● M/s Rameshwar Commercial Pvt Ltd ● M/s Adhbhut Infrastructure Ltd ● M/s Indiglobal Tradelinks Private Limited ● M/s OISL Auto Ltd
Relationship with other Directors, Managers and KMPs	No inter-se relationship
No. of Meetings attended during the year	7
Membership/Chairmanship in Committees of the Board	3
Membership/Chairmanship in Committees of the Board of Other Companies	4
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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Pursuant to Section 148 of the Companies Act, 2013, your Company is required to have its cost records audited by a Cost Accountant in Practice. The Board, on the recommendations of the Audit Committee, approved the appointment and remuneration of Mr. Yashpal Sardana, a Cost Accountant in practice, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an ordinary resolution as set out at item no. 4 of the Notice, for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year 2016-17.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

BY ORDER OF THE BOARD
FOR OCL IRON AND STEEL LIMITED

Place : New Delhi
Dated : 06.08.2016

Sd/-
Yugami Arora
Company Secretary

ROUTE MAP TO THE VENUE OF 11TH AGM OF OCL IRON AND STEEL LIMITED

VILL. LAMLOI,
PO. GARVANA,
RAJGANGPUR,
ODISHA- 770017,
INDIA
OCL IRON AND
STEEL ALIMITED



DIRECTORS' REPORT

TO
THE MEMBERS,
OCL IRON AND STEEL LIMITED

Your Directors are pleased to present the 11th Annual Report on the business and operations of your Company along with the Audited financial statements for the financial year ended 31st March, 2016.

STANDALONE FINANCIAL RESULTS

(Rupees in Lacs)

Particulars	Year ended 31 st March, 2016	Year ended 31 st March, 2015
Revenue from Operations	35,580.44	1,01,278.29
Other Income	1184.01	957.96
Total Revenue	36,764.45	1,02,236.25
Total Expenses	35,994.69	91,759.45
Profit before Finance Cost, Depreciation and Tax	769.76	10,476.80
Finance Cost	12,089.31	12,180.06
Depreciation	8,391.88	5,479.48
Profit before exceptional items and tax	(19,711.43)	(7,182.74)
Tax Expenses	(6,479.90)	(2,634.67)
Exceptional Items	(1,336.77)	(1,071.77)
Profit after Taxation	(14,568.30)	(5,619.84)
Add balance brought forward from Previous Year	(4,118.19)	1,479.04
Surplus/(Deficit) Available	(18,686.49)	(4,140.80)
APPROPRIATION		
Adjustment of MAT	0.00	22.61
Surplus/(Deficit) carried to Balance Sheet	(18,686.49)	(4,118.19)

PPERFORMANCE

During the year under review, the Company earned revenue from operations amounting to Rs. 35,580.44 lacs as compared to Rs. 101,278.29 lacs in the previous year. Loss after Tax stood at Rs. (14568.30) lacs as against Loss after Tax of Rs. (5619.84) lacs in the previous year.

DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended 31.03.2016.

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.

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.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with Clause 49 of the Listing Agreement executed with BSE Limited and National Stock Exchange of India Limited read with Regulation 17 to 27 and 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, 2016, 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 2016 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 ASSOCIATE

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 to the financial statements and forms part of the Annual Report, which covers the financial position of subsidiaries and Associate Company. **(Annexure-I)**

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

During the period under review, Mr. Ajai Kumar Gupta has resigned from the post of Company Secretary of Company w.e.f. May 14, 2016. The Board appreciates his efforts and contribution towards the growth of the Company during the tenure of his appointment.

Further, Pursuant to Section 203 of the Companies Act, 2013 the Board of Directors of the Company appointed Ms. Yugami Arora as Company Secretary of the Company w.e.f May 27, 2016.

Mr. Vinod Kumar Uppal, (DIN: 00897121) 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.

A Brief Resume of Mr. Vinod Kumar Uppal 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 period under review, the Company lost its Director Mr. Rajiv Kapur, who left for his heavenly abode. Mr. Rajiv Kapur made an invaluable contribution to the growth and development of the Company.

Apart from that, There has been no other change in the Directors and Key Managerial Personnel of the Company.

FAMILIARIZATION PROGRAMME

Details of the familiarization programme of the Independent Directors are available on the website of the Company. (URL: <http://www.oclsteel.in/investors.php>)