

## **NOTICE**

Notice is hereby given pursuant to Regulation 29 read with Regulation 47 of SEBI (LODR) Regulations, 2015 that a Meeting of the Board of Directors of the Company will be held on Saturday, 10<sup>th</sup> February 2018, at Chowdhury's Estate Guest House 55, Chowringhee Road, Kolkata-700071, inter alia, to consider and approve the Un-audited Financial Results of the Company for the Quarter ended 31<sup>st</sup> December, 2017.

This information is also available on the Company's website [www.orissasponge.com](http://www.orissasponge.com) & on the website of BSE LTD. at [www.bseindia.com](http://www.bseindia.com)

For Orissa Sponge Iron & Steel Ltd.

Place: Bhubaneswar  
Date:03.02.2018

M.Mohanty  
Director & CFO  
DIN:00264239

## **ORISSA SPONGE IRON & STEEL LIMITED**

Registered Office: OSIL House, Gangadhar Meher Marg, Bhubaneswar 751024

CIN: L27102OR1979PLC000819

Phone: 033-22883910-16; Fax: 033-22272511

Email: [corporate@orissasponge.com](mailto:corporate@orissasponge.com); Website: [www.orissasponge.com](http://www.orissasponge.com)

### **POSTAL BALLOT NOTICE**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions if any of the Companies Act 2013 (the Act) read together with the Companies (Management and Administration) Rules 2014 including any statutory modifications of re-enactments hereof for the time being in force that the resolution appended below are proposed to be passed by the members through postal ballot/electronic voting (e-voting). The Explanatory Statement pertaining to the aforesaid Resolutions setting out the material facts, concerning each item and the reasons thereof is annexed hereto with a postal ballot form for your consideration

The Board of Directors of the Company ("the Board") has appointed Mr. A.K.Labh, Practicing Company Secretary of M/s. A.K.Labh & Company, Company Secretaries as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner

Members are requested to carefully read the instructions printed in the Postal Ballot form and return the same duly completed in the enclosed self addressed Business Reply Envelope so as to reach the Company not later than 17.30 hours IST on 2<sup>nd</sup> January, 2018. Postage will be borne and paid by the Company. Postal Ballot forms if sent at the expense of the members will also be accepted. The Postal ballot forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that Postal Ballot form received after 17.30 hours IST on 2<sup>nd</sup> January, 2018 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the Section "Voting through Electronic Means". Reference to Postal Ballot in this Postal Ballot Notice include votes received electronically

The Scrutinizer will submit his report to the Chairman or any other authorised person of the Company after the completion of the scrutiny of the postal ballots including e-voting. The result of the postal ballot shall be declared by the Chairman or any other authorised person of the company on or before 8<sup>th</sup> January, 2018 and communicated on the same day to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents and shall also be displayed on the Company's website: [www.orissasponge.com](http://www.orissasponge.com)

The members are requested to consider the following resolution:

#### **Special Business:**

##### **Item No. 1**

To consider and if thought fit, to give assent or dissent to the following Resolution as a Special Resolution:

AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY "RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the modifications to the Memorandum of Association of the Company, a copy of which is available for inspection at the Registered Office of the company and also available at the website of the Company:

[www.orissasponge.com](http://www.orissasponge.com) be and is hereby approved and adopted in total exclusion, substitution and superseding the existing Memorandum of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred herein, to any Committee of Directors with further powers to delegate to or any other Officer(s)/Authorised Representative(s) of the Company to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**Item No. 2**

To consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

**AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY “RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the modifications to the Articles of Association of the Company, a copy of which is available for inspection at the Registered Office of the company and also available at the website of the Company: [www.orissasponge.com](http://www.orissasponge.com) be and is hereby approved and adopted in total exclusion, substitution and superseding the existing Articles of Association of the Company”.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred herein, to any Committee of Directors with further powers to delegate to or any other Officer(s)/Authorised Representative(s) of the Company to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution

Registered Office  
Orissa Sponge Iron & Steel Limited  
OSIL House, Gangadhar Meher Marg  
Bhubaneswar 751024

CIN: L27102OR1979PLC000819  
Phone: 033-22883910-16  
Fax: 033-22272511  
Email: [corporate@orissasponge.com](mailto:corporate@orissasponge.com)  
Website: [www.orissasponge.com](http://www.orissasponge.com)

By Order of the Board of Directors  
For Orissa Sponge Iron & Steel Limited

Bhubaneswar  
Date: 20<sup>th</sup> November, 2017

Ankur Gupta  
Company Secretary

## NOTES

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regard to the Special Business to be transacted at the meeting is enclosed and forms part of the notice
2. The Postal Ballot Notice is being sent to the Members whose Names appear on the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agents (RTA) as on 24<sup>th</sup> November, 2017. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with the Depository Participants (in case of electronic shareholding) / the Company's RTA. For members whose email ID's are not registered physical copies of the Postal Ballot Notice are being sent by permitted mode along with the postage prepaid self addressed business reply envelope
3. Members whose names appear in the Register of Members/List of Beneficial Owners as on 24<sup>th</sup> November, 2017 will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this notice for information purposes only
4. Resolutions passed by members with requisite majority through Postal Ballot shall be deemed to have been passes at a General Meeting of Members convened on that behalf
5. Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a members wishes to obtain a printed Postal Ballot Form or a duplicate he or she may send an e-mail [guha@linkintime.co.in](mailto:guha@linkintime.co.in). The RTA shall forward the same along with postage prepaid self addressed business reply envelopes to the members
7. Voting shall be reckoned on the paid up value of shares registered in the name of the members as on 24<sup>th</sup> November, 2017. The postal ballot period commences on 4<sup>th</sup> December, 2017 at 9.00 a.m. and ends on 2<sup>nd</sup> January, 2018 at 5.30 p.m.
8. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company hereby provides members the facility to exercise their right to vote electronically and to vote on all Resolutions through the e-voting services provided by Central Depository Services (India) Ltd. (CDSL). The instructions for e-voting are annexed to this Notice.
9. Members cannot exercise their votes by proxy
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the enclosed self addressed business reply envelope so that it reaches not later than the close of working hours i.e 2<sup>nd</sup> January, 2018. The postage will be borne by the Company. However envelope containing postal ballots sent by courier or registered/speed post at the expense of the members will also be accepted. Postal ballot forms received after 17.30 hours on 2<sup>nd</sup> January, 2018 shall be deemed invalid
11. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorised on or before 8<sup>th</sup> January, 2018 and will also be displayed on the Company website [www.orissasponge.com](http://www.orissasponge.com) and communicated to the stock exchanges, depositories, RTA on the said date

12. The Resolutions passed by the requisite majority shall be deemed to have been passed on 2<sup>nd</sup> January, 2018. i.e the last date specified or receipt of duly completed Postal Ballot Forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from 10.00 a.m. to 5.00 p.m. from the date of despatch of notice until the last date for receipt of votes by postal ballot/e-voting.
13. For all matters relating to this Postal Ballot, members are requested to contact the RTA/Company at the following address:

Link Intime India Pvt. Limited, 59C, Chowringhee Road, 3<sup>rd</sup> Floor Kolkata 700020.  
Phone No: 033-2289-0540 Fax No: 033-2289-0539 E-mail: [guha@linkintime.co.in](mailto:guha@linkintime.co.in)

OR

Orissa Sponge Iron & Steel Limited (Share Department) Chatterjee International Center, 11<sup>th</sup> Floor, 33A, Jawaharlal Nehru Road, Kolkata 700071. Phone 2288 3910-16, Fax 033-22272511, E-mail [corporate@orissasponge.com](mailto:corporate@orissasponge.com)

#### 14. The instructions for Voting

##### **The instructions for shareholders voting electronically are as under:**

In compliance with provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and in compliance of Regulation 44 of SEBI (LODR) Regulations, 2015, the company hereby provides members the facility to enable them to cast their votes electronically instead of despatching the physical Postal Ballot Form by post. The Company as engaged the services of Central Depository Services (India) Ltd. (CDSL) for the purpose of providing e-voting facility to all its members

The following are the instructions for e-voting purpose.

1. Members whose email addresses are registered with the depository participants will receive an email informing them of their User ID and password. Once the member receives the email he or she will need to go through the following steps to complete the e-voting process.
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (ii) Click on “Shareholders” tab.
  - (iii) Now, select the Electronic Voting Sequence Number (EVSN) 171124002 along with Orissa Sponge Iron & Steel Limited from the drop down menu and click on “SUBMIT”
  - (iv) Now Enter your User ID
    - a. For CDSL : 16 DIGITS BENEFICIARY ID,
    - b. For NSDL: 8 character DP ID followed by 8 digit client ID.
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) 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.

(vii) For shareholders holding shares in physical form and first time users holding shares in demat form, the steps given below are to be followed:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department  Members who have not updated their PAN with the Company/DP are requested to use the sequence no. which is printed on Attendance Slip indicated in the PAN field.
Date of Birth or Date of Incorporation  Or  Bank Account No	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.  Or  Enter the dividend bank account no as recorded in your demat account or in the company's records for the said demat account or the folio no.  Or  Please enter any one of the details to login. In case both the details are not recorded with the DP or the Company, please enter the no of shares held in the bank account no field.

- (viii) After entering these details appropriately, click on “SUBMIT” TAB.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Orissa Sponge Iron & Steel Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate or Custodians.
  - 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, a compliance user should be created using admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they will be able to cast their votes.
  - 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.
- (xii) 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).
- (xxi) The voting rights of shareholders shall be in proportion to their shares of the fully paid up equity shares capital of the company on the cut off date of 24<sup>th</sup> November, 2017
- (xxii) Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848) of M/s. A.K.Labh & Company, Company Secretaries, 40, Weston Street, 3<sup>rd</sup> Floor, Kolkata 700013 has been appointed as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- (xxiii) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- (xxiv) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.orissasponge.com](http://www.orissasponge.com) and on the website of CDSL and communicated to the Stock Exchanges where the Company's shares are listed.
2. For members whose email ID's are not registered with Depository Participants and who receive the physical Postal Ballot Forms, the following instructions may be noted:
- a) The initial User ID and password is provided at the bottom of the Postal ballot form
  - b) Please follow the instructions as mentioned in step 1 to cast your vote.
3. The voting period begins on Monday 4<sup>th</sup> December, 2017 at 9.00 a.m. and ends on Tuesday 2<sup>nd</sup> January, 2018. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ie 24<sup>th</sup> November, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
4. A member can opt for only one mode of voting i.e either through e-voting or by ballot. If a member casts vote by both these modes, then voting done through e-voting shall prevail and the vote cast through ballot shall be treated as invalid.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**Item 1**

The Memorandum of Association (“MoA”) of the Company as presently in force are based on the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs (MCA) has notified most of the sections of the Companies Act, 2013 (the Act) which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing MoA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the Existing MoA. It is therefore considered desirable to adopt a comprehensive new set of Memorandum of Association of the Company (new Memorandum) in substitution of and to the exclusion of the existing MoA

Pursuant to the provisions of Section 13 of the Act, approval of the shareholders of the Company by special resolution is required for the adoption of the New Memorandum to replace the existing MoA and accordingly the approval of the shareholders is being sought for the adoption of the New Memorandum

A copy of the proposed New Memorandum to be adopted are available for inspection by the members at the Registered Office of the Company during normal business hours on all working days from the date of dispatch of the notice up to the last date of voting i.e 2<sup>nd</sup> January, 2018 and is also available in the website of the Company at [www.orissasponge.com](http://www.orissasponge.com)

The New Memorandum to be substituted in place of the existing MoA are based on changes made in the Companies Act, 1956 from time to time, amendments made to the clauses in existing MoA from time to time and the changes that has happened in the scope of business activities of the Company. Shareholder's attention is invited to certain salient provisions in the New Memorandum of the Company viz:

Category	Memorandum Clause Ref:	Key Changes
Matters which are necessary for furtherance of the objects specified in clause 3A	Clause 3B	Clause Nos 1 to 30 in the existing MoA has been substituted by clause Nos 1 to 22 in the New Memorandum
The other objects for which the Company is established	Clause 3C of existing MoA	Clause Nos 1 to 5 in Clause 3C of existing MoA is deleted
Declaration	Clause 4 of existing MoA	Clause a to c in Clause 4 of existing MoA is deleted
Liability Clause	Clause 4	Clause 5 of existing MoA substituted by Clause 4 of New Memorandum
Capital Clause	Clause 5	Clause 6 of existing MoA has been substituted and re-numbered as Clause 5

No Director, Key Managerial Personnel or their relatives are interested in or concerned with the resolution. The Board recommends the resolution set forth in Item No 1 for approval of the members.

#### **ITEM No. 2**

The Articles of Association (“AoA”) of the Company as presently in force are based on the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs (MCA) has notified most of the sections of the Companies Act, 2013 (the Act) which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing AoA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the Existing AoA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AoA

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the Company by special resolution is required for the adoption of the New Articles to replace the existing AoA and accordingly the approval of the shareholders is being sought for the adoption of the New Articles



Category	Article Ref:	Key changes
Limited application of Table F	Article 1	Modified to incorporate the regulations contained in Table F of the Companies Act, 2013 instead of Table A of the Companies Act, 1956
Interpretation	Article 2	New definition inserted to define KMP, Depository, Security, SEBI, CEO, CFO etc.
Issue of Shares at a discount	Article 16	Power of the Board to issue shares at a discount has been deleted in line with Companies Act, 2013
Buy-back of Shares	Article 20	Power to purchase its own equity shares or other securities by way of a buy back arrangement has been included.
Nomination of Shares	Article 55	Modified that the nominee (s) of a deceased sole member are recognized as having title to the deceased's interest in the shares
Borrowing Powers	Article 63 to 67	Procedure to be adopted while exercising the borrowing powers is included.
General Meeting	Article 75	The requirement that there shall not be more than 15 months gap between the two Annual General Meeting has been added.
Quorum	Article 84	Quorum requirements have been modified as per the requirements of the Companies Act, 2013
Demand for Poll	Article 92	Procedure to be followed for demanding poll at the Annual General Meetings is included.
E-Voting	Article 102	Availability of e-voting facility by members included
Minutes of General Meeting	Article 109	Procedure to be adopted while recording the Minutes of the General Meeting included
Maximum Number of Directors	Article 110	The Company may appoint 15 Directors and any increase beyond such limit will require a Special Resolution in line with the Companies Act, 2013
Capitalization of reserves	Article 157	New provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized is included
Transfer of Unpaid Dividend	Article 158	New provisions included for transfer of Unpaid Dividend to special account and for subsequent transfer to Investor Education and Protection Fund

No Director, Key Managerial Personnel or their relatives are interested in or concerned with the resolution. The Board recommends the resolution set forth in Item No 2 for approval of the members.

Registered Office  
Orissa Sponge Iron & Steel Limited  
OSIL House, Gangadhar Meher Marg  
Bhubaneswar 751024

CIN: L27102OR1979PLC000819  
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Website: [www.orissasponge.com](http://www.orissasponge.com)

By Order of the Board of Directors  
For Orissa Sponge Iron & Steel Limited

Bhubaneswar  
Date: 20<sup>th</sup> November, 2017

Ankur Gupta  
Company Secretary

# ORISSA SPONGE IRON & STEEL LIMITED

CIN : L27102OR1979PLC000819

Registered Office : OSIL House, Gangadhar Meher Marg, Bhubaneswar 751024

Phone: 033-22883910-16; Fax: 033-22272511

Email: corporate@orissasponge.com; Website: www.orissasponge.com

## POSTAL BALLOT FORM

1. Name (s) of Shareholder (s) :  
(in block letters) including  
joint holders, (if any).
2. Registered address of the Sole/  
First named Shareholder. :
3. Registered Folio No. :
4. DP ID No. & Client ID No. :
5. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 20th November, 2017 by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box (es) below :

Special Resolutions	Description	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Amendment in Memorandum of Association of the Company.			
2.	Amendment in Articles of Association of the Company.			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder/  
Authorised Representative

## ELECTRONIC VOTING PARTICULARS

Members opting to vote through e-voting instead of voting through the physical ballot may access to e-voting facility through the web-link <https://www.evotingindia.com> are as under :

EVSN (E Voting Event Number)	User ID	Password
171124002		

**Note: Please read carefully the instructions printed overleaf before exercising the Vote**

## INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it in the attached self addressed, Business Reply Envelope (postage will be borne and paid by the Company). However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode (E-voting) as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith. E-voting is optional.
3. Assent must be recorded by placing a tick (✓) mark in the column 'I/We assent to the Resolution (FOR) or dissent must be accorded by placing tick (✓) mark in the column "I/We dissent to the resolution (AGAINST)
4. This form should be completed and signed by the Members. In the case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his/her absence, by the next named Member(s) in respect of shares held in dematerialised form or in the certificate form respectively.
5. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
6. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested.
7. Duly completed Postal Ballot Forms should reach not later than the close of working hours i.e. 5.30 P.M. on 2nd January, 2018. Any Postal Ballot Form received after this date will be considered as invalid.
8. A Member may request for a duplicate Postal Ballot Form, if so required by writing to the Company or by email to [corporate@orissasponge.com](mailto:corporate@orissasponge.com). However, the duly filled in duplicate Postal Ballot Form should reach not later than the date specified at item no. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed, Business Reply Envelope.
10. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
11. One Postal Ballot Form is being sent for every client ID No/Registered Folio No irrespective of the number of joint holders.
12. **Members can opt for only one mode of voting i.e. either postal ballot or e-voting.** In case any member votes both by Postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
13. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member on 24th November, 2017 being the cut off date
14. The results of the Postal ballot will be declared on 8th January, 2018 by 5.30 p.m. IST as specified in the Notice.
15. The results declared alongwith the Scrutinizer's Report will be hosted on the website of the Company [www.orissasponge.com](http://www.orissasponge.com) and on the website of CDSL [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com) and shall also be communicated to Bombay Stock Exchange Limited
16. Members must quote their Folio No./DP ID/Client ID No. and contact details such as e-mail ID, telephone number etc. in correspondence with the Company or its Registrar & Share Transfer Agent namely Link Intime India Pvt. Limited, 59C, Chowringhee Road, 3rd Floor Kolkata - 700 020. Phone No : 033-2289-0540 Fax No: 033-2289-0539 E-mail : [guha@linkintime.co.in](mailto:guha@linkintime.co.in)

## **NOTICE**

**Notice is hereby given pursuant to Regulation 29 read with Regulation 47 of SEBI (LODR) Regulations, 2015 that a Meeting of the Board of Directors of the Company will be held on Saturday, 11th November 2017, at Chowdhury's Estate Guest House 55, Chowringhee Road, Kolkata-700071, inter alia, to consider and approve the Un- audited Financial Results of the Company for the Quarter ended 30th September, 2017.**

**This information is also available on the Company's website [www.orissasponge.com](http://www.orissasponge.com) & on the website of BSE LTD. at [www.bseindia.com](http://www.bseindia.com)**

**for Orissa Sponge Iron and Steel Limited**

**Sd/-  
(Munir K. Mohanty)  
Whole time Director**

**Place: Kolkata**

**Date: 07.11.2017**

## ORISSA SPONGE IRON & STEEL LIMITED

Registered Office: OSIL House, Gangadhar Meher Marg, Bhubaneswar - 751 024

CIN:L27102OR1979PLC000819

Ph: 033-22883910-16; Fax: 033-22272511

Email: corporate@orissasponge.com; Website: www.orissasponge.com

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### NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of the Company will be held on Saturday 23rd September, 2017 at Hotel Grand Central, Bhubaneswar at 11.00 a.m. to transact the following business:

#### AS ORDINARY BUSINESS

1. To receive, consider and adopt the Statement of Profit & Loss for the year ended 31st March, 2017 and the Balance Sheet as on that date together with the Reports of the Directors and the Auditors thereon and to pass with or without modification the following Resolution as Ordinary Resolution

Resolved that the Statement of Profit and Loss for the year ended 31st March, 2017 and the Balance Sheet as on that date together with the Schedules annexed thereto along with the Auditors' Report thereon and the Directors' Report attached thereto be and are hereby received, considered and adopted.

2. To appoint a Director in place of Mr. S.K.Kar (DIN 07220972), who retires by rotation and being eligible offers himself for re-appointment

3. To ratify the appointment of Statutory Auditors of the Company and, if thought fit, to pass with or without modification the following Resolution as Ordinary Resolution:

Resolved that pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under and pursuant to the Resolution passed by the Shareholders at the 35th Annual General Meeting of the Company held on 19th February, 2016 in respect of the appointment of M/s. Bhardwaj & Co., Chartered Accountants (FRN 316085E) to hold office from the conclusion of this 35th Annual General Meeting to the conclusion of the 40th Annual General Meeting, the Company hereby ratifies and confirms the appointment of M/s. Bhardwaj & Co., Chartered Accountants (FRN 316085E) to hold office from the conclusion of this 37th Annual General Meeting to the conclusion of the 38th Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors and the Auditors, plus out of pocket expenses incurred in connection with the audit.

#### AS SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification, the following Resolution as Ordinary Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under, read with Schedule-IV of the Companies Act, 2013 as amended from time to time and Regulation 25 of SEBI (LODR) Regulations, 2015, Ms. Nancy Roy (DIN 07702150) who was appointed as an Additional Director of the Company under Section 161(1) of the Act and the Article of Association of the Company and whose term of office expires at the Annual General Meeting, and who has given a declaration that she meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as a Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 14.01.17

5. To consider and if thought fit to pass with or without modification, the following Resolution as Ordinary Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under, read with Schedule-IV of the Companies Act, 2013 as amended from time to time and Regulation 25 of SEBI (LODR) Regulations, 2015, Mr. Mukesh Bhushan Bhagat (DIN 00055064) who was appointed as an Additional Director of the Company under Section 161(1) of the Act and the Article of Association of the Company and whose term of office expires at the Annual General Meeting, and who has given a declaration that he meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and who qualifies for being appointed as an Independent Director

and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as a Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 02.02.17

6. To consider and if thought fit to pass with or without modification, the following Resolution as Ordinary Resolution
- "RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under, read with Schedule-IV of the Companies Act, 2013 as amended from time to time and Regulation 25 of SEBI (LODR) Regulations, 2015, Mr. Anurag Tulsyan (DIN 01035316) who was appointed as an Additional Director of the Company under Section 161(1) of the Act and the Article of Association of the Company and whose term of office expires at the Annual General Meeting, and who has given a declaration that he meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as a Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 18.02.17

7. To ratify the remuneration of Cost Auditors and to pass with or without modification the following Resolution as Ordinary Resolution

Resolved that pursuant to the provisions of Section 148 of the Companies Act, 2013 and the applicable Rules framed there under, the remuneration of Rs. 25,000 exclusive of taxes plus out of pocket expenses incurred in connection with the audit paid/payable to the Cost Auditors M/s. B.Ray & Associates, Cost Accountants (FRN 000155) for carrying out the Cost Audit with respect to manufacturing of sponge iron and generation of power at Palaspanga, Dist Keonjhar, Odisha for the Financial Year 2016-17 and 2017-18 be and is hereby approved, ratified and confirmed.

8. To consider and if thought fit, to give assent or dissent to the following resolution as Special Resolution:

**Borrowing Powers of the Board**

"Resolved as Special Resolution that in supersession of the Resolution passed by the Shareholders of the Company at the Annual General Meeting of the Company held on 26.09.2008 under the provisions of Section 293 (1) (d) of the Companies Act, 1956, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company by way of a Special Resolution be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

9. To consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

**Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, in respect of Borrowings.**

"Resolved as a Special Resolution that in supersession of the Resolution passed by the shareholders of the Company at the Annual General Meeting of the Company held on 17.09.2004 under the provisions of Section 293 (1) (a) of the Companies Act, 1956, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company by way of a Special Resolution be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain

events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ 'A' Ordinary Shares and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

**Registered Office**

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Gangadhar Meher Marg  
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Email: corporate@orissasponge.com  
Website: www.orissasponge.com  
Kolkata, 12th August, 2017

By order of the Board  
Orissa Sponge Iron & Steel Limited

Ankur Gupta  
Company Secretary

**ANNEXURE TO THE NOTICE**

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

As required under the provisions of the Companies Act, 2013, the following explanatory statement set out all material facts relating to the business mentioned therein:

**Item No 4, 5 & 6**

Ms. Nancy Roy (DIN 07702150), Mr. Mukesh Bhusan Bhagat (DIN 00055064) and Mr. Anurag Tulsyan (DIN 01035316) were appointed on 14.01.2017, 02.02.2017 and 18.02.2017 respectively as Additional Directors. Having been categorized as Independent Directors, the Company has received declaration from the respective Directors that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013. Pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 which came into effect from 1st April, 2014, the Independent Directors shall hold office for a term of five consecutive years on the Board of the Company and are not liable to retire by rotation. Further approval of the shareholders is required for their appointment.

Accordingly the matter regarding appointment of the above Directors as Independent Directors was placed before the Nomination and Remuneration Committee at the meeting held on 2nd February, 2017 and the Board at the meeting held on 2nd February, 2017 for the appointment of Ms. Nancy Roy and Mr. Mukesh Bhusan Bhagat and 18th February, 2017 for the appointment of Mr. Anurag Tulsyan. Considering their qualification and experience they are qualified to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the Company stand to gain by their association. Therefore the above mentioned Directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under as well as Regulation 25 of SEBI (LODR) Regulations, 2015 and are eligible and justified to be appointed as Independent Directors.

Particulars of the Directors, seeking appointment / re-appointment at the 37th Annual General Meeting in pursuance of Regulation 36 (3) of SEBI (LODR) Regulations, 2015 is given in Annexure A.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above mentioned Directors as Independent Directors is now being placed before the members for their approval. The Board recommends the Resolutions for approval of the members

Except the above mentioned Directors in their respective individual capacity, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions.

**Item No. 7**

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s B.Ray & Associates, Cost Accountants, was appointed as Cost Auditors to audit the Cost Records of the Company with respect to manufacturing of sponge iron and generation of power at Palaspanga, Dist Keonjhar, Odisha for the Financial Years 2016-17 and 2017-18 at a remuneration of Rs 25000 per annum exclusive of taxes plus out of pocket expenses incurred in connection with the audit. In accordance with Rule 14 of the said Rules, approval of the shareholders is hereby sought for ratification of the remuneration paid for the Financial Year 2016-17 and payable for the Financial Year 2017-18 to the Cost Auditor as mentioned in the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the Resolution for the approval of the members

**Item No. 8**

The shareholders of the Company at the Annual General Meeting of the Company held on 26.09.2008 under the provisions of Section 293 (1) (d) of the Companies Act, 1956 accorded their consent to the Board of Directors for borrowing up to Rs.2500 Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

Now it is proposed to take a fresh approval for the borrowing limits under the provisions of Section 180 (1) (c) of the Companies Act, 2013 to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 2500 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. It is necessary to obtain fresh approval of the shareholders by means of a Special Resolution.

The Board recommends the Resolution at Item No.8 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.8 of the Notice.

**Item No. 9**

The Company is proposing to take a fresh approval for the borrowing power of the Board for Rs. 2500 Crores under the provisions of Section 180 (1) (c) of the Companies Act, 2013 in suppression of the earlier approval taken under the provisions of Section 293 (1) (d) of the Companies Act, 1956 and as such, it is necessary to obtain fresh approval of the shareholders under the provisions of Section 180 (1) (a) of the Companies Act, 2013 by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 2500 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Resolution at Item No.9 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

**Registered Office**

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Website: www.orissasponge.com  
Kolkata, 12th August, 2017

By order of the Board  
Orissa Sponge Iron & Steel Limited

Ankur Gupta  
Company Secretary



### Notes

1. **A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/HERSELF and such proxy need not be a member. The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.**
2. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the Meeting.
3. Members / Proxy should bring the attendance slip duly filled in for attending the meeting. The role of Proxy at the meeting shall be governed by the prevailing rules and regulations.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, the 15th September, 2017 to Saturday, the 23rd September, 2017 (both days inclusive)**.
5. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 a.m. and 4.00 p.m.
6. Members are requested to intimate the change of their address if any, immediately to the Registrar & Transfer Agent of the Company (RTA).
7. Members who are holding the shares in physical form are requested to open a Depository Account with any of the Depository participants attached to any of the two depositories (NSDL or CDSL) registered under the Depositories Act, so that a member may hold share on paperless de-materialized form, and enjoy better liquidity and other advantages.
8. For all matters relating to shares, members are requested to contact the RTA/Company at the following address:

Link Intime India Pvt. Limited, 59C, Chowringhee Road, 3rd Floor Kolkata – 700020. Phone No: 033-2289-0540 Fax No: 033-2289-0539 E-mail: [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).

### OR

Orissa Sponge Iron & Steel Limited (Share Department) Chatterjee International Center, 11th Floor, 33A, Jawaharlal Nehru Road, Kolkata – 700071. Phone –2288 3910-16, Fax – 033-22272511, E-mail – [corporate@orissasponge.com](mailto:corporate@orissasponge.com)

9. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate M/s. Link Intime India Pvt. Limited, the ledger folio of such accounts to enable the Company to consolidate all such holdings into one account.
10. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificate in physical form and willing to avail this facility may make nomination in Form SH 13, which may be sent on request. However, in case of demat holdings the shareholders should approach their respective depository participants for recording nominations.
11. The Company has transferred unpaid/ unclaimed dividend for the financial year 2004-05 and earlier years to the Investor Education and Protection Fund (IEPF). Once unclaimed dividend is transferred to IEPF no claim shall lie in respect thereof.
12. Particulars of Directors seeking appointment / re-appointment at the 37th Annual General Meeting in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in Annexure A.
13. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regard to the Special Business to be transacted at the meeting is enclosed and forms part of the notice.

#### **14. The instructions for Voting**

##### **14.1 The instructions for shareholders voting electronically are as under:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company hereby provides members the facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Ltd. (CDSL). The following are the instructions for e-voting purpose.

- (i) The voting period begins on Wednesday, 20th September, 2017 at 9.00 am and ends on Friday 22nd September, 2017 at 5.00 pm. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the **Electronic Voting Event Number (EVEN)** along with Orissa Sponge Iron & Steel Limited from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL : 16 DIGITS BENEFICIARY ID,
  - b. For NSDL: 8 character DP ID followed by 8 digit client ID.
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) For shareholders holding shares in physical form and first time users holding shares in demat form, the steps given below are to be followed:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department Members who have not updated their PAN with the Company/DP are requested to use the sequence no. which is printed on Attendance Slip indicated in the PAN field.
Date of Birth or Date of Incorporation Or Bank Account No	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.  Or Enter the dividend bank account no as recorded in your demat account or in the company's records for the said demat account or the folio no.  Or Please enter any one of the details to login. In case both the details are not recorded with the DP or the Company, please enter the no of shares held in the bank account no field.

- (ix) After entering these details appropriately, click on "SUBMIT" TAB.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Orissa Sponge Iron & Steel Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & Custodians:
  - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate or Custodians.
  - 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, a compliance user should be created using admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they will be able to cast their votes.
  - 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.
- (xx) 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).
- (xxi) The voting rights of shareholders shall be in proportion to their shares of the fully paid up equity shares capital of the company on the cut off date of 16th September, 2017
- (xxii) Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848) of M/s. A.K.Labh & Company, Company Secretaries, 40, Weston Street, 3rd Floor, Kolkata 700013 has been appointed as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- (xxiii) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- (xxiv) The results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.orissasponge.com](http://www.orissasponge.com) and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company’s shares are listed.

#### **14.2 Instructions for Voting through Ballot Form**

The Shareholders who are not able to vote electronically may vote through the Ballot Form at the venue of the Annual General Meeting

#### **14.3 Mode of voting**

A member can opt for only one mode of voting i.e either through e-voting or by ballot. If a member casts vote by both these modes, then voting done through e-voting shall prevail and the vote cast through ballot shall be treated as invalid.

**Annexure "A" to the Notice**  
**INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS 2015**  
**AND CLAUSE 1.2.5 OF THE SS 2 ARE AS UNDER:**

<b>Particulars</b>	<b>Ms. Nancy Roy</b>	<b>Mr. Mukesh Bhusan Bhagat</b>	<b>Mr. Anurag Tulsian</b>
Date of Birth	21.11.1986	11.09.1963	04.06.1972
Expertise in Specific Areas	She is Law Graduate with around 10 years of experience specifically in IPR and Code of Civil Procedure matters.	He is a Chartered Accountant with more than 30 years of experience in accounting and finance etc.	He is a Chartered Accountant with more than 21 years of experience in taxation, accounting, auditing and internal control.
Qualifications	LLB, PG Diploma in Intellectual Property Law	B. Com, FCA	B.Com, FCA
Directorship in other Companies	NIL	NIL	ASIAN FERTILIZERS LIMITED
Shareholding in the Company as on 31.03.2017	NIL	NIL	NIL

## NOTICE

In compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NOTICE is hereby given that the next Meeting of the Board of Directors of the Company will be held on 12<sup>th</sup>, August, 2017 at Chowdhury's Estate Guest House, 55, Chowringhee Road, Kolkata-700071 to consider and approve inter alia the UnAudited Financial Results for the quarter ended 30<sup>th</sup> June, 2017.

This information is also available on the website of the BSE Ltd. [www.bseindia.com](http://www.bseindia.com). Where the shares of the company are listed.

For Orissa Sponge Iron & Steel Limited

Sd/-  
Munir Mohanty  
Whole Time Director

Kolkata  
03.08.2017

## NOTICE

In compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NOTICE is hereby given that the next Meeting of the Board of Directors of the Company will be held on 27<sup>th</sup> May, 2017 at Chowdhury's Estate Guest House, 55, Chowringhee Road, Road, Kolkata-700071 to consider and approve inter alia the Audited Financial Statement and Annual Accounts for the year ended 31<sup>st</sup> March, 2017.

The information is also available on the website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com). Where the shares of the company are listed.

For Orissa Sponge Iron & Steel Limited

Sd/-  
Munir Mohanty  
Whole Time Director

Kolkata  
20.05.2017

## **NOTICE**

In compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NOTICE is hereby given that the next Meeting of the Board of Directors of the Company will be held on 13<sup>th</sup> May, 2017 at Calcutta Club, 241 A.J.C. Bose Road, Kolkata-700020 to review inter alia the state of affairs of the Company as on 31.03.2017.

The information is also available on the website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com). Where the shares of the company are listed.

For Orissa Sponge Iron & Steel Limited

Sd/-  
Munir Mohanty  
Whole Time Director

Kolkata  
06.05.2017

## **Notice of Adjournment of EGM**

All Shareholders of the Company may please be informed that the Extraordinary General Meeting of the Company scheduled to be held on Saturday 18th March, 2017 at Hotel Swosti Premium, P-1, Jaydev Vihar, Bhubaneswar at the request of the requisitionist in terms of Section 100 and other applicable provisions of the Companies Act, 2013 has been adjourned by the Order of National Company Law Tribunal, Kolkata until further Orders

For Orissa Sponge Iron & Steel Limited  
M.Mohanty  
Director & CFO  
DIN: 00264239



# ORISSA SPONGE IRON & STEEL LIMITED

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Email: corporate@orissasponge.com; Website: www.orissasponge.com

## NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ORISSA SPONGE IRON & STEEL LIMITED WILL BE HELD ON SATURDAY, 18th DAY OF MARCH 2017 AT 11.00 A. M. AT HOTEL SWOSTI PREMIUM, P-1, JAYDEV VIHAR, BHUBANESWAR-751013, ORISSA TO TRANSACT THE FOLLOWING BUSINESS:-

The Company has received a special notice under Section 169(2), read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder from Monnet Ispat & Energy Limited for calling of the Extra-ordinary General Meeting of Company to transact the following business(s):

### SPECIAL BUSINESS :

1. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:-  
**ITEM NO. 1:**  
**REMOVAL OF DR. PRASANTA KUMAR MOHANTY (DIN: 00238329) AS A DIRECTOR**  
“RESOLVED AS A ORDINARY RESOLUTION that pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Dr. Prasanta Kumar Mohanty (DIN : 00238329) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”
2. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:-  
**ITEM NO. 2:**  
**REMOVAL OF MR. MUNIR KAMAL MOHANTY (DIN: 00264239) AS A DIRECTOR**  
“RESOLVED AS A ORDINARY RESOLUTION that pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Mr. Munir Kamal Mohanty (DIN : 00264239) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”
3. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:-  
**ITEM NO. 3:**  
**REMOVAL OF MS. NANCY ROY (DIN: 07702150) AS AN ADDITIONAL DIRECTOR**  
“RESOLVED AS A ORDINARY RESOLUTION that pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Ms. Nancy Roy (DIN : 07702150) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”
4. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:-  
**ITEM NO. 4:**  
**APPOINTMENT OF MR. AMITABH SHARMA MUDGAL (DIN: 00468084) AS A DIRECTOR**  
“RESOLVED AS A ORDINARY RESOLUTION that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Mr. Amitabh Sharma Mudgal (DIN : 00468084) be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from the date of this meeting.”
5. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:-  
**ITEM NO. 5:**  
**APPOINTMENT OF MS. BABIKA GOEL (DIN: 07060202) AS A DIRECTOR**  
“RESOLVED AS A ORDINARY RESOLUTION that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Ms. Babika Goel (DIN : 07060202) be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from the date of this meeting.”
6. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:-  
**ITEM NO. 6:**  
**APPOINTMENT OF MR. N. K. MAHESHWARI (DIN: 03450685) AS A DIRECTOR**  
“RESOLVED AS A ORDINARY RESOLUTION that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Mr. N. K. Maheshwari (DIN : 03450685) be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from the date of this meeting.”

By order of the Board  
M.Mohanty  
(DIN: 00264239)  
Director & CFO

Place: Kolkata  
Dated: 18.02.2017

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

### ITEM NO. 1, 2, 3, 4, 5 AND 6

*The Company has received a special notice and requisition under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an Extraordinary General Meeting of the Shareholders of the Company from Monnet Ispat and Energy Limited holding more than 10% of the entire paid-up capital of the Company.*

*In the said requisition for Extra-ordinary General Meeting, Monnet Ispat and Energy Limited stated that the management of Dr. P K Mohanty as the Managing Director and Mr. Munir Mohanty as the Whole Time Director of the Company have been taking certain decisions purportedly on behalf of the Company, which are against the interest of the Company. They are in breach of their fiduciary duty towards the Company, and their actions are motivated towards benefitting them personally. Their actions are in conflict with Company's interest and objectives. Mr. Munir Mohanty in fact has in an unauthorized manner withdrawn legally instituted actions before the Securities Appellate Tribunal, Mumbai, against a Corporate Raider/competitor of the Company, which action is clearly at the cost of the Company's interest and that they have lost their faith and confidence on the present management and hence requisition under the applicable provisions of the Companies Act, 2013 and the Rules framed there under for convening of an Extraordinary General Meeting of the Company at the earliest to consider and pass the necessary resolutions for removal/replacement of the above persons as directors of the Company.*

The Board of Directors discussed the above mentioned matters in its Board meetings held on 18.02.2017 and were of the opinion that the allegations made by Monnet Ispat and Energy Limited are baseless, malafide and far away from the truth. In fact, Monnet Ispat and Energy Limited has been misguiding the company for the last so many years after being acknowledged as the strategic partner. Neither have they contributed towards obtaining mining lease nor anything in order to improve or even sustain operations of the company. The plant of the Company was shut down since 2012. At present the most important asset the company can save is to obtain iron ore mining lease which can create value to turnaround the company and put things back on track. At present, the company does not have resources to contribute towards statutory approvals for obtaining the mining lease. Even, Monnet Ispat and Energy Limited is already under SDR and financially not in a position to contribute for the same. Under such circumstances, the management of the company approached an Investor for providing financial assistance in order to deposit Net Present Value, vide demand letter bearing no. 9125/Mining dated 24th December, 2016 issued by the Divisional Forests Officer, Keonjhar Division, towards the cost of afforestation relating to mining lease of Malangtoli Iron Ore Mine for which forest clearance from MOEF has been received. The non deposit of the same would have lead to expiry of mines. Thus, the said investor contributed by way of subscription towards their outstanding warrants pending conversion with the company.

Mr. Munir Mohanty withdrew the SAT appeal without authority as alleged by Monnet Ispat and Energy Limited was discussed by the Board of Directors in detail and noted that the power exercised by the Mr. Munir Mohanty was pursuant to the authority given to him by the Board of Directors in its meeting held on 29.08.2015. No evidence exist against Dr. P. K. Mohanty, Managing Director and Mr. Munir Mohanty, Whole-time director of the Company as alleged by the requisitionists. Dr. P.K.Mohanty, Managing Director, Mr. Munir Mohanty, Wholetime Director have both contributed immensely for allotment of Iron Ore Mines to the Company in the Keonjhar District of Orissa and their relentless efforts for getting all the final clearances for securing the mines in the best interest of the Company. As regards Ms. Nancy Roy, Independent women director, the majority of the independent directors did not find any reason in seeking her removal as the director was appointed only on 9th January, 2017 and failed to understand what damage she could have caused to the company as alleged by the requisitionists. Regarding the proposed appointment of Mr. Amitabh Sharma, Mudgal, Ms. Babika Goel and Mr. N.K.Maheswari, the Board felt that they are strangers and their respective credentials could not be verified as no information about them has been provided by the requisitionists. In view of this the Board could not find any reason for the removal of Dr. P.K.Mohanty, Managing Director, Mr. Munir Mohanty, Whole-time Director and Ms. Nancy Roy, Independent women director as well as the appointment of Mr. Amitabh Sharma Mudgal, Ms. Babika Goel and Mr. N.K.Maheshwari as Directors.

The Extra-ordinary General meeting of the Company has been convened to consider the resolution at Item no. 1 to 6 mentioned in the requisition.

Place: Kolkata  
Dated: 18.02.2017

By order of the Board  
M.Mohanty  
(DIN: 00264239)  
Director & CFO

### Notes

- 1. A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/HERSELF and such proxy need not be a member. The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.**
2. Members / Proxy should bring the attendance slip duly filled in for attending the meeting. The role of Proxy at the meeting shall be governed by the prevailing rules and regulations.
3. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday between 11.00 a.m. and 4.00 p.m.

4. Members are requested to intimate the change of their address if any, immediately to the Registrar & Transfer Agent of the Company (RTA).
5. Members who are holding the shares in physical form are requested to open a Depository Account with any of the Depository participants attached to any of the two depositories (NSDL or CDSL) registered under the Depositories Act, so that a member may hold share on paperless de-materialized form, and enjoy better liquidity and other advantages.
6. For all matters relating to shares, members are requested to contact the RTA/Company at the following address:  
Link Intime India Pvt. Limited, 59C, Chowringhee Road, 3rd Floor Kolkata - 700020. Phone No: 033-2289-0540 Fax No: 033-2289-0539 E-mail: kolkata@linkintime.co.in.  
OR  
Orissa Sponge Iron & Steel Limited (Share Department) Chatterjee International Center, 11th Floor, 33A, Jawaharlal Nehru Road, Kolkata - 700071. Phone: 2288 3910-16, Fax: 033-22272511, E-mail: corporate@orissasponge.com
7. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate M/s. Link Intime India Pvt. Limited, the ledger folio of such accounts to enable the Company to consolidate all such holdings into one account.
8. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificate in physical form and willing to avail this facility may make nomination in Form SH 13, which may be sent on request. However, in case of demat holdings the shareholders should approach their respective depository participants for recording nominations.
9. Particulars of Directors seeking appointment at the Extra-ordinary General Meeting in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015 have not been provided by the requisitionists.
10. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regard to the Special Business to be transacted at the meeting is enclosed and forms part of the notice.

#### 11. The instructions for Voting

##### 11.1 The instructions for shareholders voting electronically are as under:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company hereby provides members the facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Ltd. (CDSL). The following are the instructions for e-voting purpose.

- (i) The voting period begins on Wednesday, 15th March, 2017 at 9.00 am and ends on Friday, 17th March, 2017 at 5.00 pm. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ie 11th March, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the **Electronic Voting Sequence Number (EVSN) 170217003** along with Orissa Sponge Iron & Steel Limited from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL : 16 DIGITS BENEFICIARY ID,
  - b. For NSDL: 8 character DP ID followed by 8 digit client ID.
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) For shareholders holding shares in physical form and first time users holding shares in demat form, the steps given below are to be followed:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department Members who have not updated their PAN with the Company/DP are requested to use the sequence no. which is printed on Attendance Slip indicated in the PAN field.
Date of Birth or Date of Incorporation Or Bank Account No	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.  Or Enter the dividend bank account no as recorded in your demat account or in the company's records for the said demat account or the folio no.  Or Please enter any one of the details to login. In case both the details are not recorded with the DP or the Company, please enter the no of shares held in the bank account no field.

- (ix) After entering these details appropriately, click on "SUBMIT" TAB.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Orissa Sponge Iron & Steel Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & Custodians:
- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate or Custodians.
  - 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, a compliance user should be created using admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they will be able to cast their votes.
  - 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.
- (xx) 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).
- (xxi) The voting rights of shareholders shall be in proportion to their shares of the fully paid up equity shares capital of the company on the cut off date of 11th March, 2017.
- (xxii) Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848) of M/s. A.K.Labh & Company, Company Secretaries, 40, Weston Street, 3rd Floor, Kolkata 700013 has been appointed as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- (xxiii) The Scrutinizer shall within a period of not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- (xxiv) The results shall be declared after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.orissasponge.com](http://www.orissasponge.com) and on the website of CDSL within two days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed.

## 11.2 Instructions for Voting through Ballot Form

The Shareholders who are not able to vote electronically may vote through the Ballot Form at the venue of the Extra-Ordinary General Meeting

## 11.3 Mode of voting

A member can opt for only one mode of voting i.e either through e-voting or by ballot. If a member casts vote by both these modes, then voting done through e-voting shall prevail and the vote cast through ballot shall be treated as invalid.

## **NOTICE**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, NOTICE is hereby given that the Meeting of the Board of Directors of the Company will be held on Saturday, 18<sup>th</sup> February, 2017 at Calcutta Club, 241, A.J.C.Bose Road, Kolkata 700020 inter-alia, to consider and approve the Un-Audited Financial Results of the Company for the quarter ended December 31, 2016. The information is also available on the website of the Company i.e. [www.orissasponge.com](http://www.orissasponge.com) and website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) where the shares of the company are listed.

for **Orissa Sponge Iron and Steel Limited**

Sd/-  
**(Munir K. Mohanty)**  
**Whole time Director**

**Place: Kolkata**

**Date: 10.02.2017**

## **NOTICE**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, NOTICE is hereby given that the next Meeting of the Board of Directors of the Company will be held on 2nd February, 2017 at Calcutta Club, 241, A.J.C.Bose Road, Kolkata 700020 inter-alia, to consider and approve the Un-Audited Financial Results of the Company for the quarter/half year ended 30th September, 2016. The information is also available on the website of the Company i.e. [www.orissasponge.com](http://www.orissasponge.com) and website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) where the shares of the company are listed.

for **Orissa Sponge Iron and Steel Limited**

Sd/-  
**(Munir K. Mohanty)**  
**Director & CFO**

**Place: Kolkata**

**Date: 25th January, 2017**

## **NOTICE**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, NOTICE is hereby given that the Meeting of the Board of Directors of the Company will be held on 13<sup>th</sup> October, 2016 at Calcutta Club, 241, A.J.C.Bose Road, Kolkata 700020 inter-alia, to consider and approve the Un-Audited Financial Results of the Company for the quarter ended 30<sup>th</sup> June, 2016. The information is also available on the website of the Company i.e. [www.orissasponge.com](http://www.orissasponge.com) and website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) where the shares of the company are listed.

for **Orissa Sponge Iron and Steel Limited**  
Sd/-  
**(Munir K. Mohanty)**  
**Director & CFO**

**Place: Kolkata**

**Date: October 1, 2016**

## **NOTICE**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, NOTICE is hereby given that the Meeting of the Board of Directors of the Company will be held on 11<sup>th</sup> June, 2016 at Calcutta Club, 241, A.J.C.Bose Road, Kolkata 700020 inter-alia, to consider and approve the Un-Audited Financial Results of the Company for the quarter ended 31<sup>st</sup> March, 2016. The information is also available on the website of the Company i.e. [www.orissasponge.com](http://www.orissasponge.com) and website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) where the shares of the company are listed.

**for Orissa Sponge Iron and Steel Limited**

Sd/-  
**(Munir K. Mohanty)**  
**Director & CFO**

**Place: Kolkata**

**Date: June 1, 2016**



## **NOTICE**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, NOTICE is hereby given that the Meeting of the Board of Directors of the Company will be held on 19th March, 2016 at Chowdhury Estates Guest House, 55, Chowringhee Road, Kolkata 700071 inter-alia, to consider and approve the Un-Audited Financial Results of the Company for the quarter ended 31st December, 2015. The information is also available on the website of the Company i.e. [www.orissasponge.com](http://www.orissasponge.com) and website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) where the shares of the company are listed.

**for Orissa Sponge Iron and Steel Limited**

Sd/-  
**(Munir K. Mohanty)**  
**Director & CFO**

**Place: Kolkata**

**Date: 9<sup>th</sup> March, 2016**

## **NOTICE**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, NOTICE is hereby given that the Meeting of the Board of Directors of the Company will be held on 2<sup>nd</sup> January, 2016 at Calcutta Club, 241, A.J.C.Bose Road, Kolkata 700020 inter-alia, to consider and approve the Un-Audited Financial Results of the Company for the quarter ended 30<sup>th</sup> June, 2015 and 30<sup>th</sup> September, 2015. The information is also available on the website of the Company i.e. [www.orissasponge.com](http://www.orissasponge.com) and website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) where the shares of the company are listed.

**for Orissa Sponge Iron and Steel Limited**

Sd/-  
**(Munir K. Mohanty)**  
**Director & CFO**

**Place: Kolkata**

**Date: 23<sup>rd</sup> December, 2015**