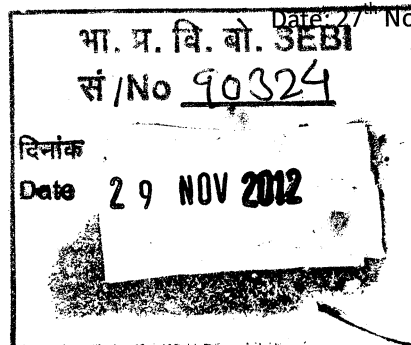


c/29  
29/11/12

A.K.D.

B-6/152, 2nd Floor, Sector-8,  
Rohini, New Delhi -110085  
Mob. : 9873497856  
E-mail : iqneetgurdatta@gmail.com  
cs.iqneet@gmail.com

To  
The Chief General Manager  
Corporation Finance Department  
Division of Corporate Restructuring  
Securities and Exchange Board of India  
SEBI Bhavan, C-4A, "G" Block  
Bandra Kurla Complex  
Bandra (E), Mumbai-400051



**Subject: Request for interpretative letter under the SEBI (Informal Guidance) Scheme, 2003 regarding exemption of acquisitions of shares under Regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear sir

This is with reference to our earlier letter dated October 12, 2012 on the captioned subject and your email dated 08<sup>th</sup> November, 2012, we would like to submit herewith details of the entities for your kind consideration and interpretation of Regulations.

One of our client namely OCL Iron & Steel Limited ("OISL"), a Public Limited Company listed at NSE and BSE, has a total paid up capital of Rs 134143160 comprising of 134143160 equity shares of Rs 1/- each.

Garima Buildprop Private Limited ("GBPL") (Unlisted Company), a body corporate is the Promoter of OISL and holding 75% share capital of OISL and balance shareholding is held by Indian Public. The promoters of GBPL is Gateway Impex Private Limited (GIPL) holding 90% shareholding of GBPL. The total shareholding of GIPL is held by three other bodies corporate i.e. Alconic Holdings Private Limited ("AHPL"), Allianz International Private Limited ("AIPL") and Dolphin Realtors Private Limited ("DRPL"). Mrs. Aarti Jain is holding 21.57%, 24.92% and 28.40% equity stake in AHPL, AIPL and DRPL respectively. Mrs. Anjali Malhotra is holding 23.53%, 19.93% and 28.40% equity stake in AHPL, AIPL and DRPL respectively. (A graphic presentation of holding structure is enclosed for your kind reference.)

Our further submissions are as under.

1. As per Regulation 10(1)(a)(i) of the SEBI (SAST) Regulations, 2011, acquisition of shares pursuant to inter se transfer of shares amongst qualifying persons being, immediate relatives shall be exempt from the obligations to make an open offer under Regulation 3 and Regulation 4.



2. As per Regulation 5 of the SEBI (SAST) Regulations, 2011, for the purpose of Regulation 3 and 4, acquisition of shares or voting rights in or control over any company or other entity that would enable any person and persons acting in concert with him to exercise or direct the exercise of such percentage of voting rights in or control over a target company, the acquisition of which would otherwise attract the obligation to make a public announcement of an open offer for acquiring shares under these Regulations, shall be considered as an indirect acquisition of shares or voting rights in or control over the target company.

**Our queries are as under.**

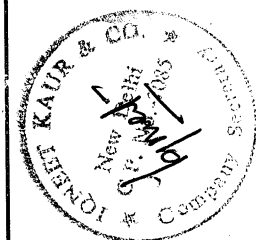
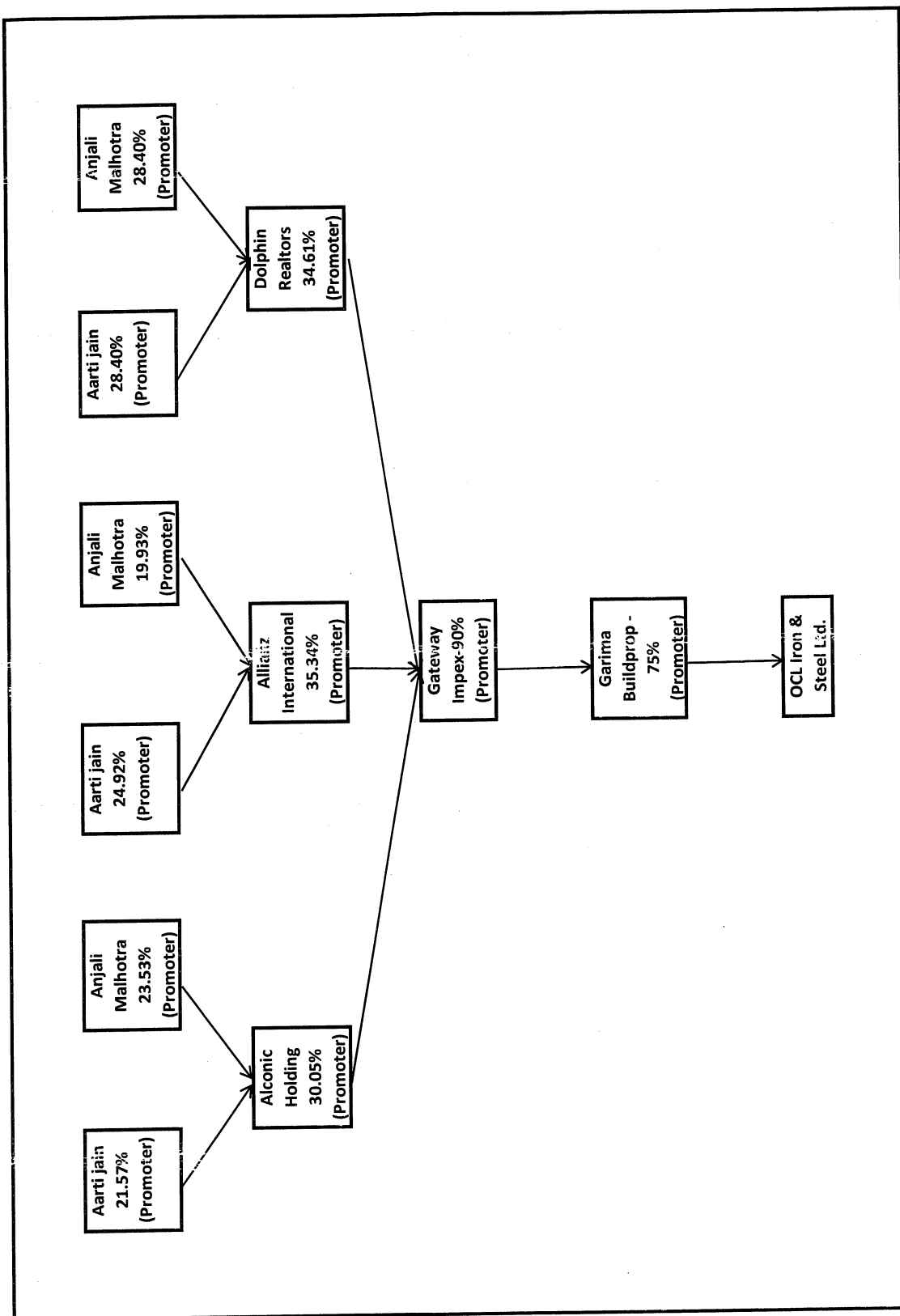
1. Whether the transfer of all shares held by Mrs. Aarti Jain and Mrs. Anjali Malhotra in unlisted private limited companies i.e. AHPL, AIPL and DRPL respectively by way of gift to their immediate relative i.e. Brother (who is not directly or indirectly part of the promoter group of OISL or share holder of any of the unlisted holding company as mentioned above) shall attract the provisions of Regulations 3, 4 and 5 of SEBI (SAST) Regulations, 2011.
2. Whether the above said transfer of shares by Mrs. Aarti Jain and Mrs. Anjali Malhotra in unlisted private limited companies i.e. AHPL, AIPL and DRPL respectively by way of gift to their immediate relative i.e. Brother shall be exempt from the provisions of Regulation 3, 4 and 5 of SEBI (SAST) Regulations, 2011 under Regulation 10(1)(a)(i) of the Regulations subject to complying with the conditions as mentioned under Regulation 10(5) and 10(7) of the Regulations and proviso to Regulation 10(1)(a)
3. Whether for claiming exemption under Regulation 10(1)(a)(i) for the above said transfer, the individual promoters of AHPL, AIPL and DRPL i.e. Mrs. Arti Jain and Mrs. Anjali Malhotra and their immediate relative i. e Brother will be deemed to be Qualifying Persons as stated under Regulation 10(1) (a) and further, we understand the aforesaid transfer of share does not require any disclosure/reporting to SEBI under any regulation of SEBI (SAST) Regulation,2011.
4. If you require any further clarifications, please revert back to us.

Thanking you

For Joneet Kaur & Co.



Enclosure: Chart



**OCL IRON & STEEL LTD.**

REGD. OFFICE &amp; WORKS

Vill : Lamloi - P.O.-Garvana

Raigangpur : 770 017

Distt- Sundargarh-Orissa, INDIA

Phone: +91 6624 222 562/563

Fax: +91 6624 222 564

eMail: oslrgp@oclsteel.in

To

Date: 10<sup>th</sup> October 2012

Mrs. Iqneet Kaur  
M/s Iqneet Kaur & Company,  
Company Secretaries,  
New Delhi

**Subject: Authorisation for seeking guidance as per SEBI (Informal Guidance) Scheme on behalf of the Company**

Dear Madam

We hereby authorise you on behalf of the Company, for seeking informal guidance from SEBI regarding exemption of acquisitions of shares under Regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The present structure of the Company is mentioned below:

M/s OCL Iron & Steel Limited ("OISL"), a Public Limited Company listed at NSE and BSE, has a total paid up capital of Rs 134143160 comprising of 134143160 equity shares of Rs 1/- each. The Shareholding Structure of the Company is annexed herewith.

We need the clarification/ guidance on the following issues/ matters:

1. Whether the transfer of all shares held by Mrs. Aarti Jain and Mrs. Anjali Malhotra in unlisted private limited companies i.e. Alconic Holdings Private Limited (AHPL), Allianz International Private Limited ("AIPL") and Dolphin Realtors Private Limited ("DRPL") respectively by way of gift to their immediate relative i.e. Brother (who is not directly or indirectly part of the promoter group of OISL or share holder of any of the unlisted holding company as mentioned above) shall attract the provisions of Regulations 3, 4 and 5 of SEBI (SAST) Regulations, 2011.

**BHUBANESWAR OFFICE**

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2. Whether the above said transfer of shares by Mrs. Aarti Jain and Mrs. Anjali Malhotra in unlisted private limited companies i.e. AHPL, AIPL and DRPL respectively by way of gift to their immediate relative i.e. Brother shall be exempt from the provisions of Regulation 3, 4 and 5 of SEBI (SAST) Regulations, 2011 under Regulation 10(1)(a)(i) of the Regulations subject to complying with the conditions as mentioned under Regulation 10(5) and 10(7) of the Regulations and proviso to Regulation 10(1)(a).
3. Whether for claiming exemption under Regulation 10(1)(a)(i) for the above said transfer, the individual promoters of AHPL, AIPL and DRPL i.e. Mrs. Aarti Jain and Mrs. Anjali Malhotra and their immediate relative i. e Brother will be deemed to be Qualifying Persons as stated under Regulation 10(1) (a) and further, we understand the aforesaid transfer of share does not require any disclosure/reporting to SEBI under any regulation of SEBI (SAST) Regulation, 2011.

**For OCL Iron & Steel Limited**



**Company Secretary**

(For Ms. Jyoti Mishra)

**OCL IRON & STEEL LTD.**

REGD. OFFICE &amp; WORKS

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Rajgangpur : 770 017

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON 9<sup>TH</sup> NOVEMBER 2012 AT LOTUS TOWER, NEW FRIENDS COLONY, NEW DELHI-110065.**

**"RESOLVED THAT Mrs. Iqneet Kaur, Proprietor of M/s Iqneet Kaur & Company, Company Secretaries, be and is hereby appointed for seeking guidance as per SEBI (Informal Guidance) Scheme, regarding exemption of acquisitions of shares under regulation 10(1)(a)(i) of SEBI (substantial acquisition of shares and takeovers) regulations, 2011."**

**"RESOLVED FURTHER THAT Mrs. Iqneet Kaur be and is hereby authorized to file application and all related/ required documents with Stock Exchange Board of India (SEBI) and any other concerned authority, to seek the clarification on above said matter and to do all such acts, deeds, matters and also to initiate all necessary actions for such questions or difficulties whatsoever which may arise in the matter and take all such steps and decisions in this regard as it may in its absolute discretion deem fit, necessary or proper."**

**FOR OCL IRON & STEEL LTD.**

**Company Secretary  
(For) MS. Jyoti Mishra**

**BHUBANESWAR OFFICE**

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**RE: Your Request for interpretative letter dated October 12, 2012 under SEBI ( Informal Guidance) Scheme, 2003.**

**KIRTIKUMAR JADHAV**

**Sent:** 28 December 2012 18:09:28

**To:** IQNEET GURDATTA [iqneetgurdatta@gmail.com]

**Cc:** AMIT TANDON

Madam,

With respect to the Interpretative letter dated 27/11/2012, you are kindly requested to inform us whether Mrs Aarti Jain and Mrs Anjali Malhotra together with Person acting in concert are in "control" of

- a) Alconic Holding Private Limited.
- b) Allianz International Private Limited.
- c) Dolphin Realtors Private Limited.
- d) Gateway Impex Private Limited. and
- e) Garima Buildprop Private Limited.

You are also requested to furnish the shareholding details of all the holding companies of Target Company.

You are requested to submit the details/information at the earliest to enable us proceed further in the matter.

Regards,

Kirtikumar Jadhav.

ALA

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Rohini, New Delhi -110085  
Tel. : +91 11 27056332, Mob. : 9873497856  
E-mail : iqneetgurdatta@gmail.com

To  
The Chief General Manager  
Corporation Finance Department  
Division of Corporate Restructuring  
Securities and Exchange Board of India  
SEBI Bhavan, C-4A, "G" Block  
Bandra Kurla Complex  
Bandra (E), Mumbai-400051

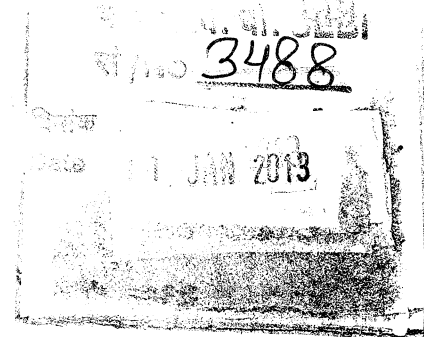
Date: 7<sup>th</sup> January 2013

**Re: Request for interpretative letter under the SEBI (Informal Guidance) Scheme, 2003 regarding exemption of acquisitions of shares under Regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

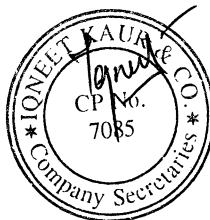
Dear Sir

This has reference to your mail dated 28<sup>th</sup> December 2012 on the captioned subject. We hereby confirm that Mrs. Anjali Malhotra and Mrs. Aarti Jain together with Person acting in concert, who are their relatives, are in "control" of following Companies:

- a) Alconic Holding Private Limited,
- b) Allianz International Private Limited,
- c) Dolphin Realtors Private Limited,
- d) Gateway Impex Private Limited and
- e) Garima Buildprop Private Limited



List of Shareholders along with their relation status with Mrs. Anjali Malhotra and Aarti Jain, of the abovementioned companies is annexed herewith for your kind perusal.





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cs.iqneet@gmail.com

The post transfer of proposed shares from Mrs. Anjali Malhotra and Mrs. Aarti Jain to Mr. Arvind Dham, real brother of Mrs. Anjali Malhotra and Mrs. Aarti Jain, who also fall under the definition of immediate relative as provided in the Takeover Code, 2012. Further we would like to submit that the Company would continue to be controlled by existing directors and persons acting in concert except to the extent of transfer of aforesaid shares.

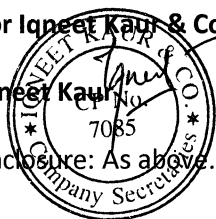
I hope the above said clarify your query, if you require any further clarifications, please revert back to us.

Thanking you

For Iqneet Kaur & Co.

Iqneet Kaur

Enclosure: As above.



**LIST OF SHAREHOLDERS**

S. No.	Name of Company	Name of Shareholders	No. of Equity Shares held
1	Alconic Holding Private Limited.	Aarti Jain	550010
		Anjali Malhotra	600010
		Aditya Malhotra	250000
		Viren Jain	349923
		Prenaa Bardeja	150000
		Dolphin Realtors Pvt. Ltd.	650000
		<b>Total</b>	<b>25499943</b>
2	Allianz International Private Limited.	Aarti Jain	1000000
		Anjali Malhotra	800020
		Aditya Malhotra	500000
		Viren Jain	688341
		Dolphin Realtors Pvt. Ltd.	1825000
		<b>Total</b>	<b>4813361</b>
3	Dolphin Realtors Private Limited.	Aarti Jain	605000
		Anjali Malhotra	605000
		Aditya Malhotra	355000
		Viren Jain	415000
		Prenaa Bardeja	150000
		<b>Total</b>	<b>2130000</b>
4	Gateway Impex Private Limited	Dolphin Realtors Pvt. Ltd.	21934200
		Alconic Holding Private Limited.	18915000
		Allianz International Private Limited.	22170000
		<b>Total</b>	<b>63910300</b>
5	Garima Buildprop Private Limited	Aarti Jain	1
		Gateway Impex Pvt. Ltd.	1696498
		Anjali Malhotra	1
		Amtek Auto Ltd.	188500
		<b>Total</b>	<b>1885000</b>

