

OCL INDIA LIMITED

Regd. Office: Rajgangpur- 770 017, District Sundargarh, Odisha State.
CIN No.: L26942OR1949PLC000185, **Tel. No. :** (06624)221212, 220121
Website: www.ocl.in / www.oclindia ltd.in , **E-mail:** ocl_rajgangpur@ocl.in

NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or amendments or re-enactment thereof for the time being in force, the following special business is proposed to be passed by the Members of the Company by way of Postal Ballot/e-Voting.

SPECIAL BUSINESS:

1. To consider and, if thought fit, to give assent/dissent to the following resolution to be passed as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to approval of the Regional Director, Eastern Region, Kolkata, the Registered Office of the Company be shifted from the State of Odisha to the State of Tamil Nadu, under the jurisdiction of the Registrar of Companies, Chennai and Clause II of the Memorandum of Association of the Company be substituted by the following:

'II. The Registered Office of the Company will be situated in the State of Tamil Nadu, under the Jurisdiction of Registrar of Companies, Chennai.'

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to carry out the said change subsequent to the confirmation by the Regional Director, Eastern Region, Kolkata and to do all such acts, deeds, matters and things as they may deem necessary, fit and proper for and on behalf of the Company."

2. To consider and, if thought fit, to give assent/dissent to the following resolution to be passed as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Objects Clause III of the Memorandum of Association of the Company be and is hereby altered by insertion of the following new Sub - Clause 2E(i) after the existing Sub - Clause 2(E) thereof:

"To acquire by amalgamation or merger any company or body corporate, and to amalgamate with any other company or body corporate."

By Order of the Board
For OCL India Limited
Narain Manzil,
17th Floor,
23, Barakhamba
Road,
(Rachna Gorla)
GM (Legal) & Company Secretary



Place: New Delhi
Date: March 28, 2016

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are annexed to the Notice.
2. The Company has appointed Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 8th April, 2016.
4. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using e-voting facility.
5. In case a member(s) desires to exercise vote by Postal Ballot Form, he/she is requested to carefully read the instructions printed on the Postal ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed Business Reply Envelope to Scrutinizer. Postage will be borne and paid by the Company.
6. The notice of Postal Ballot along with form will also be available on the Company's website www.oclindialtd.in.
7. All documents referred to in this notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M to 1.00 P.M upto the date of declaration of results of Postal Ballot.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No.1.

It is proposed to shift the Registered Office of the Company from Odisha to Tamil Nadu with a view to achieve operational efficiencies in the Registered Office operations. The Registered Office(s) of the Holding Company and the ultimate Holding Company, i.e., Dalmia Cement (Bharat) Limited and Dalmia Bharat Limited, are also located in the State of Tamil Nadu.

The shifting of the Registered Office would involve alteration of the Registered Office clause of the Memorandum of Association requiring a Special Resolution of Shareholders to be passed by way of Postal Ballot and confirmation by the Regional Director in terms of Section 12, 13 read with Section 110 of the Companies Act, 2013 and the relevant rules.

The Resolution is accordingly proposed to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel and their respective relatives is interested in the Resolution.

Item No. 2.

The Board of Directors of the Company has, at its meeting held on March 28, 2016, approved the Scheme of Arrangement & Amalgamation. Since the Memorandum of Association of the Company does not have a clause for Amalgamation, to facilitate the implementation of the Scheme, it is proposed that a clause enabling Amalgamation of the Company be introduced in the Objects Clause of the Memorandum of Association of the Company.

In terms of Section 13 read with Section 110 of the Companies Act, 2013 and relevant rules, the alteration of objects clause requires a Special Resolution of Shareholders to be passed by way of Postal Ballot.



The Resolution is accordingly proposed to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel and their respective relatives is interested in the Resolution.

Place: New Delhi
Dated: March 28, 2016

By Order of the Board of Directors
for **OCL INDIA LIMITED**



(Rachna Gorja)
GM (Legal) & Company Secretary

OCL INDIA LIMITED

Regd. Office: Rajgangpur- 770 017, District Sundargarh, Odisha State.
CIN No.: L26942OR1949PLC000185, **Tel. No. :** (06624)221212, 220121
Website: www.ocl.in / www.oclindia ltd.in , **E-mail:** oclr@oclr.com

POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act 2013)

1. Name(s) & Registered Address of the sole / first named Member :
2. Name(s) of the Joint-Holder(s), if any :
3. Registered Folio Number / DP ID No / Client ID No.* :
*(Applicable to investors holding Shares in dematerialized form)
4. Number of Ordinary Share(s) held :
5. Password :
6. I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said resolutions by placing tick (√) mark in the appropriate box below:

Sr. No	Description of Resolution	No. of shares voted.	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Special Resolution under Section 13 of the Companies Act, 2013 for shifting of Registered Office from the State of Odisha to the State of Tamil Nadu, under the jurisdiction of the Registrar of Companies, Chennai and consequent alteration of Registered Office Clause II of the Memorandum of Association.			
2.	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of Objects Clause III of the Memorandum of Association by insertion of new Sub - Clause 2E(i) after the existing Sub - Clause 2(E) thereof asunder: "To acquire by amalgamation or merger any company or body corporate, and to amalgamate with any other company or body corporate."			

Place:
Date:

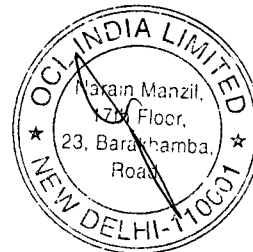


ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)	User ID	Password/PIN

Note:

1. Last date for receipt of Postal Ballot Forms by Scrutinizer is Wednesday, 18th May 2016.
2. Please read the notes/instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote.



I INSTRUCTIONS.

In compliance with Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of the Companies Act read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot form through post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members.

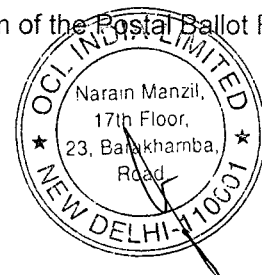
PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING:

(A) In case A Member receives an e-mail from NSDL [for members whose e-mail Ids are registered with the Company/Depository Participant(s)]:-

- (i) Open e-mail and open PDF file viz; "OCL e-Voting.pdf" with your Client ID (in case shares are held in demat mode) or Folio No.(in case you are holding shares in physical mode) as default password. The said PDF file contains your "user ID" and "password" for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on "Shareholder – Login".
- (iv) Insert user ID and password as initial password noted in step (i) above. Click "Login"
- (v) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination the two. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
- (vii) Select "EVEN" (Electronic Voting Event Number) of OCL India Limited.
- (viii) Now you are ready for e-Voting as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at <mailto:goenkamohan@hotmail.com> or goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the "Downloads" section of www.evoting.nsd.com.

(B) In case a Members receives physical copy of the Postal Ballot Notice [for members whose email Ids are not registered with the Company / Depository Participant(s) or requesting physical copy]:

- (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.



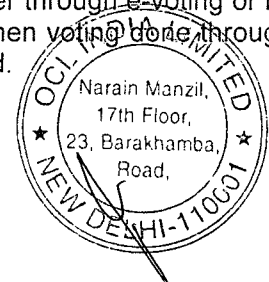
- (ii) Please follow all steps from Sr. No. (ii) to (xii) above, to cast your vote.

(C) PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING.

- (i) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, Postal Ballots deposited in person or sent by courier or by registered/speed post, at the expense of the Member, will also be accepted. No other form or photocopy of the Postal Ballot form will be accepted.
- (ii) The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company.
- (iii) The Postal Ballot Form should be completed and signed by the Member and in case of joint holding, the Form should be completed and signed by the first named Member and in his absence by the next named Member, as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively.
- (iv) In case of shares held by companies, trusts, societies etc., completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/appropriate Authorization with the specimen signature(s) of the authorized signatory(ies), duly attested.
- (v) Unsigned, incomplete and incorrect Postal Ballot Form will be rejected.
- (vi) Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on May 18, 2016 at the following address. Postal Ballot Forms received after the said date will be treated as if reply from such Members has not been received.
- Shri Mohan Ram Goenka,
Scrutinizer
Unit: OCL India Limited
C/o- C.B. Management Services (P) Ltd
P-22, Bondel Road, Kolkata-700 019.
- (vii) A Member may request for a duplicate ballot form, if so required, from M/s. C B Management Services (P) Ltd, P-22, Bondel Road, Kolkata-19, fill in the details and send the same to the Scrutinizer at the address mentioned in (vi) above. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark () in the appropriate column.
- (viii) There shall be one ballot for every Folio / DP ID & Client ID irrespective of the number of joint holders.

(D) GENERAL INSTRUCTIONS:

- (i) The e-voting period commences on Tuesday, April 19, 2016 (from 09:00 a.m. IST) and ends on Wednesday, May 18, 2016 (upto 06:00 p.m. IST).
- (ii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on April 08, 2016.
- (iii) A member can opt for only one mode of voting, i.e., either through e-voting or by postal ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.



- (iv) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed envelope.
- (v) The results of the Postal Ballot would be announced on May 20, 2016 at the Registered Office of the Company.
- (vi) The results declared along with Scrutinizer's report shall be placed on the Company's website www.oclindiaLtd.in .

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