

OCL INDIA LIMITED

Regd. Office: Dalmiapuram – 621651, District Tiruchirapalli, Tamil Nadu
Tel. No.: (06624)221212, 220121, Website: www.oclindia ltd.in,
CIN No.: L26942TN1949PLC117481, E-mail : ocl_rajgangpur@dalmiacement.com

NOTICE

NOTICE is hereby given that the Sixty Seventh Annual General Meeting of the Members of the Company will be held at the registered office of the Company situated at Dalmiapuram – 621651, District Tiruchirapalli, Tamil Nadu on Tuesday, the 19th day of September, 2017 at 11 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the (a) audited Standalone Financial Statements for the financial year ended 31st March, 2017, and the Report(s) of the Directors and Auditors thereon; and (b) audited Consolidated Financial Statements for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.
2. To declare dividend of ₹. 5/- (250%) per equity share of ₹ 2/- each of the Company.
3. To appoint a Director in place of Mr. Gautam Dalmia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s S. S. Kothari Mehta & Co., Chartered Accountants, (ICAI Firm registration no. 000756N) be and are hereby appointed the Statutory Auditors of the Company in place of the retiring Statutory Auditors, M/s V. Sankar Aiyer & Co., Chartered Accountants, (ICAI Firm registration no. 109208W), to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of 72nd Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the members of the Company at every Annual General Meeting, at such remuneration as may be fixed by the Audit Committee within the overall limit of ₹ 50 Lakh besides reimbursement of actual out of pocket expenses as might be incurred in performance of their duties.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of M/s R. J. Goel & Co., Cost Accountants (Firm registration no. 000026), appointed by the Board of Directors on the recommendation of the Audit Committee as Cost Auditors of the Company to conduct the audit of the cost records related to cement business of the Company for the Financial Year ending March 31, 2018, at ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) besides reimbursement of actual out of pocket expenses as might be incurred in performance of their duties, be and is hereby ratified and approved.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all such acts and take all such steps as may be proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013, Shri Amandeep, who was appointed as the Whole Time Director and Chief Executive Officer (Cement Division) of the Company for a period of five years with effect from April 01, 2015 to March 31, 2020 as liable to retire by rotation on the terms of remuneration as approved by the shareholders at the Annual General Meeting held on September 18, 2015, be and is hereby additionally entitled and eligible to exercise the Employee Stock Options granted/to be granted

to him by the Company or its holding or subsidiary company during the tenure of his appointment subject to his remuneration been within the limits specified in Schedule V of the Companies Act, 2013 and his designation be changed to Whole Time Director of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year, during the tenure of his appointment, he shall be paid the remuneration as has been approved by the shareholders together with the increments as may be approved by the Nomination and Remuneration Committee and the Board of Directors of the Company from time to time, as minimum remuneration subject to the necessary sanctions of the Shareholders/Central Government, if necessary.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded to the transactions entered into/to be entered into by the Company during the financial year 2016 -17 and /or 2017-18 with Dalmia Cement East Limited, a fellow subsidiary of the Company, as per details provided in the statement setting out the material facts.

RESOLVED FURTHER THAT all actions and decisions taken / to be taken by the Board of Directors (including a Committee thereof), in this connection be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be proper or expedient to give effect to this resolution and for matters connected therewith incidental thereto.”

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

Place: New Delhi
Dated: May 10, 2017

sd/-
(Rachna Gorla)
GM (Legal) & Company Secretary
FCS - 6741

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority/Power of Attorney, as applicable. A person can act as proxy on behalf of not more than 50 Members holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.
2. Members/proxies should fill in the attendance slip for attending the meeting.
3. The Register of Members will remain closed from September 13, 2017 to September 19, 2017 (both days inclusive).
4. C B Management Services (P) Limited, P-22 Bondel Road, Kolkata - 700 019 are the Registrars & Share Transfer Agents ("RTA") of the Company to handle share transfers, both in physical and electronic segments, and other shares related matters. The shareholders are requested to correspond with the RTA at the above address.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is provided as part of this notice.
6. Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio Number is quoted in all correspondence.
7. Pursuant to Companies Act, 2013 and Rules made there under, Members holding shares in physical mode/electronic mode are requested to please register their e-mail address and changes therein from time to time with the Company/the RTA www.cbmsl.com/green.php and/or with the concerned depository participant and also to mention their e-mail address

in all correspondence with the Company so as to expedite the response and also to enable the Company send the notices of Annual General Meeting, Annual Reports and other communications/documents electronically through e-mail.

8. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity.
9. Electronic copy of this Notice of Annual General Meeting alongwith Proxy Form, detailed process, instructions and manner of e-voting and the Annual Report for 2016-17 is being sent to all members whose e-mail IDs are registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Notice and Annual Report is being sent.
10. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rules framed there under, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.
11. The cut –off date for determining the members who are entitled to vote either through remote e-voting or through ballot paper at the Annual General Meeting is September 12, 2017. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on cut-off date shall only be entitled to vote through remote e-voting/voting on poll through ballot paper.
12. At the Annual General Meeting, the Chairman shall after discussion on the proposed resolutions conduct Poll and allow voting with the assistance of Scrutinizer by ballot paper by all the members present who have not casted their votes through remote e-voting facility.
13. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date, i.e., September 12, 2017.
14. Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the votes cast by the members through remote e-voting as well as physical ballot at the venue of the forthcoming Annual General Meeting in a fair and transparent manner.
15. In terms of the Companies Act, 2013, relevant rules and Secretarial Standards, all relevant documents/papers, as are referred in this Notice, are open for inspection at the Registered Office/Corporate Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.

EXPLANATORY STATEMENT

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

Item No. 5:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors M/s R. J. Goel & Co., Cost Accountants, 31, Community Centre, Ashok Vihar, Phase-I, Delhi – 110052, to conduct the audit of the cost accounts, relating to cement business of the Company, for the financial year to be ended on March 31, 2018 and have fixed their remuneration, subject to the ratification of the shareholders, at Rs. 1,50,000/- besides reimbursement of actual out of pocket expenses as might be incurred in performance of their duties and the applicable service tax and cess.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 5 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year to be ended March 31, 2018.

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

Item No. 6:

Mr. Amandeep was appointed as the Whole Time Director and Chief Executive Officer (Cement Division) of the Company for a period of five years with effect from April 01, 2015 to March 31, 2020 by the shareholders at the Annual General Meeting held on September 18, 2015. He is eligible for salary including basic salary, variable pay, allowances and perquisites as per Company's Rules/Policy and as per his terms of appointment and remuneration approved by the shareholders at the said Annual General Meeting.

It is proposed that Mr. Amandeep be additionally entitled and eligible to exercise the Employees Stock Options granted/to be granted to him by the Company or its holding or subsidiary company as per the provisions of applicable laws, rules and regulations during the tenure of his appointment subject to his remuneration been within the limits specified in Schedule V of the Companies Act, 2013.

Such variation in terms of remuneration of Mr. Amandeep been in addition to the remuneration already approved by the Shareholders needs their approval by way of an Ordinary Resolution in terms of Sections 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013. Further, in view of change in his functional role to the business development effective March 01, 2017, his designation is to be changed to Whole Time Director.

The Resolution is accordingly proposed to be passed as an Ordinary Resolution. None of the Directors/Key Managerial Personnel of the Company/their relatives, except Shri Amandeep, is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Item No. 7:

As per Regulation 23 of SEBI Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Further, all material related party transactions shall require approval of the shareholders through Ordinary Resolution.

The Company's transactions with Dalmia Cement East Limited, a related party, being a step down subsidiary of Company's holding company viz. Dalmia Cement (Bharat) Limited, aggregates to Rs. 379.8 Crore during financial year 2016-17 and estimated to be at Rs. 452.1 Crore during the current financial year 2017-18. The transactions entered into during the financial year 2016-17 are towards sale of goods - clinker, petcoke and other items, service rendered – trademark license and office lease, and corporate guarantee to lenders and same are disclosed in note no. 42.15 to the financial statements (Disclosure of transactions with Related Parties). Further, similar transactions are contemplated during the current financial year 2017-18. The transactions are entered into with the approval of the Audit Committee and the Board of Directors of the Company, the same being at arms' length basis and in ordinary course of business.

The transactions entered into / to be entered into exceed 10% of annual consolidated turnover of the Company as per the last audited consolidated financial statements of financial year 2015-16 and 2016-17, respectively. Thus, in terms of Regulation 23 of SEBI Regulations, shareholders' approval is sought by way of an Ordinary Resolution.

The Company and Dalmia Cement East Limited are in the process of getting amalgamated into Odisha Cement Limited in terms of the Scheme of Arrangement and Amalgamation already approved by the Shareholders at the court convened meeting held on November 27, 2016 and through postal ballot.

The transactions entered into by the Company with Dalmia Cement East Limited are in the best interests of the Shareholders. The Board accordingly recommends the Ordinary Resolution set forth at item no. 7 of this notice for approval of the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Shri Amandeep, who is a Whole Time Director of the Company and Director on the Board of Dalmia Cement East Limited is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

OCL INDIA LIMITED

Regd. Office: Dalmiapuram – 621651, District Tiruchirapalli, Tamil Nadu
Tel. No.: (06624)221212, 220121, Website: www.oclindia.ltd.in
CIN No.: L26942TN1949PLC117481, E-mail: ocl_rajgangpur@dalmiacement.com

FORM NO. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member :
Registered Address :
E-Mail ID :
Folio No./Client ID :
DP ID :

I/We _____ of _____ being member(s) of OCL India Limited,
holding _____ shares of the above mentioned Company, hereby appoint

1. Name :
Address :
E-Mail ID :
Signature :

or failing him

2. Name :
Address :
E-Mail ID :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, the 19th September, 2017 at 11 a.m. at the Registered Office of the Company situated at Dalmiapuram 621651, District Tiruchirapalli, Tamil Nadu, and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda item	Vote*	Agenda item	Vote*
No. 1		No. 2	
No. 3		No. 4	
No. 5		No.6	
No.7			

* Please state in this column whether 'in favour' or 'against'.

Signed this _____ day of _____ 2017.

Signature of Shareholder:

Signature of Proxy holder :

Affix One
Rupee Stamp

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

OCL INDIA LIMITED

Regd. Office: Dalmiapuram – 621651, District Tiruchirapalli, Tamil Nadu
Tel. No.: (06624)221212, 220121, Website: www.oclindia ltd.in ,
CIN No.: L26942TN1949PLC117481, E-mail: ocl_rajgangpur@dalmiacement.com

ATTENDANCE SLIP

Venue of the meeting : Registered Office situated at Dalmiapuram – 621651,
District Tiruchirapalli, Tamil Nadu

Date & Time : September 19, 2017 at 11.00 a.m

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP ID *	
Client ID*	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 67th Annual General Meeting of the Company held on September 19th, 2017 at 11 a.m. at Registered Office situated at Dalmiapuram - 621651, District Tiruchirapalli, Tamil Nadu.

Signature of Member/Proxy

*Applicable for members holding shares in electronic form.

Note:

1. Electronic copy of the Annual Report 2016-17 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant. Members receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report 2016-17 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered.

OCL INDIA LIMITED

Regd. Office: Dalmiapuram - 621651, District Tiruchirapalli, Tamil Nadu

Tel. No.: (06624)221212, 220121, Website: www.oclindialtd.in

CIN No.: L26942TN1949PLC117481, E-mail: ocl_rajgangpur@dalmiacement.com

1. Name and Registered Address of the sole :
/ first named Shareholder

2. Name(s) of the Joint Shareholder(s), if any :

3. Registered Folio No./DP ID No./ :
Client ID No.

4. Number of share(s) held :

Dear Shareholder(s):

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, OCL India Limited ("the Company") is offering remote e-voting facility to its members in respect of the businesses to be transacted at the 67th Annual General Meeting scheduled to be held on Tuesday, September 19, 2017 at 11.00 a.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide remote e-voting facilities. The e-voting particulars are set out below:

EVEN (E voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

- . Commencement of e-voting : From 09:00 a.m (IST) on September 16, 2017.
- . End of e-voting : Upto 05:00 p.m. (IST) on September 18, 2017

The cut-off date (i.e., the record date) for the purpose of e-voting is September 12, 2017.

This communication forms an integral part of the Notice dated May 10, 2017 for the 67th Annual General Meeting scheduled to be held on September 19, 2017.

The Notice of the Annual General Meeting and this communication is also available on the website of the Company www.oclindialtd.in.

Please turn over for detailed process and manner of e-voting.

For OCL India Limited

Rachna Gorla
GM (Legal) and Company Secretary

Date: May 10, 2017

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

(1) The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories):
- i. Open the e-mail and also open PDF file namely "OCL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
 - iii. Click on Shareholder – Login.
 - iv. Any person, who acquires shares of the Company and become member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date, i.e., September 12, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the remote e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "REVEN" (Remote E-Voting Event Number) of OCL India Limited. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to <mailto:goenkamohan@hotmail.com> with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and remote e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsd.com.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the this ballot form: REVEN (Remote E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
- i. The remote e-voting period commences on Saturday, September 16, 2017 (9.00 a.m. IST) and ends on Monday, September 18, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 12, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - 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 cut-off date of September 12, 2017.
 - iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date shall be entitled to avail the facility of remote e-voting as well as voting through ballot paper.
 - iv. Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - v. The Chairman shall, at the Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, allow with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
 - vi. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by the Board, who shall countersign the same and declare the result of the voting forthwith.
 - vii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.oclindiaLtd.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.