

OCL INDIA LIMITED

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

NOTICE

NOTICE is hereby given that the Sixty Sixth Annual General Meeting of the Members of the Company will be held at the Company's Rest House at Rajgangpur - 770017 (District Sundargarh, Odisha State) on Tuesday, the 20th day of September, 2016 at 11.00 AM to transact the following business:

1. To consider and adopt the (a) audited Standalone Financial Statements for the Financial Year ended 31st March, 2016, and the Reports of the Directors' and Auditors thereon; and (b) audited Consolidated Financial Statements for the Financial Year ended 31st March, 2016 and the Report of the Auditors thereon.
2. To appoint a Director in place of Shri Jayesh Doshi, who retires by rotation and is eligible for re-appointment.
3. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 read with the applicable Rules, the appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants, (Firm registration no. 109208W) New Delhi, as Statutory Auditors, made at Sixth Forth Annual General Meeting for a period of three years till conclusion of Annual General Meeting to be held in the year 2017, be and is hereby ratified for the Financial Year 2016-17 at a remuneration of Rs. 22 Lacs (Rupees Twenty Two Lacs only) besides reimbursement of actual out of pocket expenses as might be incurred in performance of their duties and the applicable service tax and cess."

SPECIAL BUSINESS

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 the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014, M/s R. J. Goel & Co., the Cost Auditors, appointed by the Board of Directors 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, 2017 at Rs.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 and the applicable service tax and cess be and is hereby ratified and approved."

FURTHER RESOLVED THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

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 Sections 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013, Shri Amandeep, the Whole Time Director and Chief Executive Officer (Cement Division) be paid an ex-gratia of Rs. 1.00 Crore (Rupees One Crore only).”

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

Place: New Delhi
Dated: May 17, 2016

(Rachna Gorla)
GM (Legal) & Company Secretary

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 14, 2016 to September 20, 2016 (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 enclosed.
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 2015-16 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 13, 2016. 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 13, 2016.
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.

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EXPLANATORY STATEMENT

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

Item No. 4:

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” maintained by the Company for the Financial Year ending March 31, 2017 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. 4 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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. 4 of the Notice.

Item No. 5:

The Board of Directors has, at its meeting held on May 17, 2016, approved an ex-gratia payment of Rs.1.00 Crore (Rupees One Crore only) to Shri Amandeep, the Whole Time Director and Chief Executive Officer (Cement Division).

The same being over and above the remuneration approved by the Shareholders at the Sixty Fifth Annual General Meeting held on September 18, 2015 and within the limits of Schedule V of the Companies Act, 2013, needs the approval of Shareholders by way of an Ordinary Resolution in terms of Sections 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013.

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. 5 of the Notice.

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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 abovementioned 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 20th September, 2016 at 11.00 a.m. at the Registered Office of the Company situated at Rajgangpur- 770017 Dist: Sundargarh, Odisha, and at any adjournment thereof in respect of such resolutions as are indicated below:

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

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

Signed this _____ day of _____ 2016.

Affix one Rupee Stamp

Signature of Shareholder: _____

Signature of Proxy holder: _____

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.

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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 66th Annual General Meeting scheduled to be held on Tuesday, September 20, 2016 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 17, 2016
- End of e-voting : Upto 05:00 p.m. (IST) on September 19, 2016

The cut-off date (i.e., the record date) for the purpose of e-voting is September 13, 2016.

This Communication forms an integral part of the Notice dated May 17, 2016 for the 66th Annual General Meeting scheduled to be held on September 20, 2016.

The Notice of the Annual General Meeting and this Communication is also available on the website of the Company www.oclindia ltd.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 17, 2016

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 share 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 13, 2016 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 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 17, 2016 (9.00 a.m. IST) and ends on Monday, September 19, 2016 (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 13, 2016, 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 13, 2016.
 - iii. A person, whose name is recorded in the register of members in the register of beneficial owners maintained by the depositories as on cut-off date only 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 voting 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 will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 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.

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ATTENDANCE SLIP

Venue of the : Company's Rest House at Rajgangpur-770017
meeting (District Sundargarh, Odisha State)

Date & Time : September 20, 2016 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 66th Annual General Meeting of the Company held on September 20, 2016 at 11.00 a.m. at Company's Rest House at Rajgangpur - 770017 (District Sundargarh, Odisha State).

Signature of Member/Proxy

*Applicable for members holding shares in electronic form.

Note:

1. Electronic Electronic copy of the Annual Report 2015-16 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 2015-16 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.