

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.oclindialtd.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 as a **Special Resolution**.

"RESOLVED THAT pursuant to Section 180(1) (a) of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of the Ordinary Resolution passed through Postal Ballot on September 17, 2012, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall include any committee of the Board duly constituted/to be constituted) to create mortgage(s) and/or charge(s) and/or such other security as agreed/may be agreed, in such form as Directors may decide, on such assets of the Company, both present and future, as may be considered necessary by them, for the purpose of securing term loans, debenture(s), working capital finances or any other instrument aggregating, in all, not more than Rs. 2,500 Crores together with interest thereon, remuneration of debenture trustees and all such other amounts as may be payable in respect of the said term loans/debentures/ working capital finances to and in favour of the financial institutions/banks/debenture trustees/other lenders".

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalize with the financial institutions/ banks/ debenture trustees/other lenders, documents and terms for creating mortgage(s) and/or charge(s) as aforesaid and to do all such acts and things as may be necessary for giving effect to the above Resolution."

**By Order of the Board
For OCL India Limited
Sd/-**

(D.D. Atal)

Whole Time Director and CEO

**Place: New Delhi
Date: July 24, 2014**

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution 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 scrutinizing this Postal Ballot through e-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 1st August, 2014.
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.oclindia ltd.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.

The Members of the Company had given their consent vide resolution passed through Postal Ballot on September 17, 2012 to the Board of Directors of the Company (which expression shall include any committee of the Board duly constituted/to be constituted) to create mortgage(s) and/or charge(s) and/or such other security as agreed/may be agreed, in such form as Directors may decide, on such assets of the Company, both present and future, as may be considered necessary by them, for the purpose of securing term loans, debenture(s), working capital finances or any other instrument aggregating, in all, not more than Rs. 2,500 Crores together with interest thereon, remuneration of debenture trustees and all such other amounts as may be payable in respect of the said term loans/debentures/ working capital finances to and in favour of the financial institutions/banks/debenture trustees/other lenders".

As per Section 180 (1) (a) of the Companies Act, 2013 and Rules made there under, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not create, mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise as per the requirements of Section 180(1)(a) of the Companies Act 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

Accordingly, the above item is put up for your approval to be passed by way of special resolution. It is further clarified that this resolution does not increase the amount of charge that may be created by the Board that had been already approved by the members of the Company.

The Board recommends the Resolution for approval of the members as Special Resolution.

None of the Director and Key managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in passing of the said resolution.

**By Order of the Board
For OCL India Limited
Sd/-
(D.D. Atal)
Whole Time Director and CEO**

**Place: New Delhi
Date: July 24, 2014**