

**CORPORATE OFFICE**

17<sup>th</sup> Floor, Narain Manzil, 23, Barakhamba Road  
New Delhi-110001, India  
Tel. No. : (91-11) 4363-1200 Fax : (91-11) 2373-1333  
Email : ocl\_delhi@ocl.in

**REGD. OFF : RAJGANGPUR-770017**

DISTT : Sundargarh, Odisha (India)  
CIN : L26942OR1949PLC000185  
Tel No. : (06624)-221212, 220121  
E-mail : ocl\_rajgangpur@ocl.in  
website : www.ocl.in / www.oclindia ltd.in

**OCL INDIA LIMITED**

ओसीएल इण्डिया लिमिटेड

March 10, 2015

To,  
Bombay stock Exchange Limited  
The Corporate Relationship Deptt.,  
1<sup>st</sup> Floor,  
New Trading Ring, Rotunda Building,  
P J. Towers, Dalal Street, Fort,  
Mumbai - 400001

National Stock Exchange of India Limited.  
"Exchange Plaza", 5<sup>th</sup> Floor  
Plot No. C-1, G Block  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400051,

National Securities Depository Limited,  
5<sup>th</sup> Floor, Trade World, Kamal Mills Compound  
Senapati Bapat Marg  
Lower Parcel, Mumbai - 400001,

**Sub: Submission of Voting Results of Postal Ballot conducted by OCL India Limited, pursuant to Clause 35A of the Listing Agreement.**

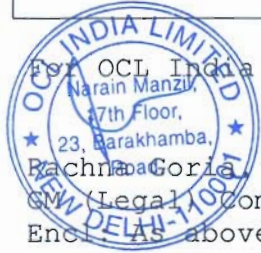
Dear Sir/ Madam,

Pursuant to Clause 35A of the Listing Agreement, following are the detail regarding voting results of the Postal Ballot conducted by OCL India Limited.

<b>Date of declaration of result of Postal Ballot</b>	10 <sup>th</sup> March, 2015
<b>Total number of shareholders as on record date</b>	9915
<b>Number of Ballot papers received from Shareholders through post-</b>	
1. Promoters and Promotes Group	1
2. Public	92



Number of Votes cast by Shareholders electronically:-	
1. Promoters and Promotes Group	7
2. Public	48



For OCL India Limited.

Narain Manzil,

17th Floor,

23, Barakhamba,

Rachna Goria,

GM (Legal) Company Secretary

Encl. As above

OCL India Limited  
Record Date of Postal Ballot : 30th January, 2015

Total number of shareholders on record date : 9915

No. of Shareholders voted through e-voting or through physical ballot :

Promoters and Promoter Group : 8  
Public Institution : 9  
Public Others : 114

Details of Agenda :

Resolution No : 1 - Special Resolution under Section 42 and 71 of the Companies Act, 2013 to issue Non Convertible Debentures on Private Placement basis.

Resolution required (Special)									
Mode of Voting : (Postal Ballot & E-voting)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
<b>Mode of voting : (E-voting)</b>									
Promoter and Promoter Group	42633855	42523314	99.74	42523314	0	100.00	0.00		
Public - Institutional holders	369734	200928	54.34	200928	0	100.00	0.00		
Public -Others	13896631	9255	0.07	7498	1757	81.02	18.98		
<b>Total (A)</b>	<b>56900220</b>	<b>42733497</b>	<b>75.10</b>	<b>42731740</b>	<b>1757</b>	<b>99.99</b>	<b>0.01</b>		
<b>Mode of voting : (Ballot Form)</b>									
Promoter and Promoter Group	42633855	110541	0.26	110541	0	100.00	0.00		
Public - Institutional holders	369734	0	0.00	0	0	0.00	0.00		
Public -Others	13896631	45233	0.33	44313	920	97.97	2.03		
<b>Total (B)</b>	<b>56900220</b>	<b>155774</b>	<b>0.27</b>	<b>154854</b>	<b>920</b>	<b>99.41</b>	<b>0.59</b>		
<b>Mode of voting (A+B) : E-voting &amp; Ballot (Consolidated)</b>									
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00		
Public - Institutional holders	369734	200928	54.34	200928	0	100.00	0.00		
Public -Others	13896631	54488	0.39	51811	2677	95.09	4.91		
<b>Total (A+B)</b>	<b>56900220</b>	<b>42889271</b>	<b>75.38</b>	<b>42886594</b>	<b>2677</b>	<b>99.99</b>	<b>0.01</b>		



Scrutinizer's Report

Combined Report on e-voting and postal ballot

To,

The Chairman / Board of Directors of **OCL India Limited**, a Company incorporated under the Companies Act, 1913 and having its registered office at Rajagangapur, Sundargarh, Orissa – 770017.

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **OCL India Limited**. (the Company) in its meeting held on **January 27, 2015** as a Scrutinizer for the purpose of Scrutinizing the e-voting process and postal ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the proposed Resolutions to be passed through postal ballot.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and postal ballot on the proposed resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and duly completed Postal Ballot Form(s) as received upto the close of business hours on **Saturday, the 7<sup>th</sup> day of March 2015**, being the last date fixed for receipt of postal ballot forms were considered for scrutiny.
3. I have issued separate Scrutinizer's Report dated **09.03.2015** on the e-voting and postal ballot on the proposed resolutions contained in the notice to the postal ballot. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of postal ballot as under:

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Our Office :  
45, B. B. Ganguly Street, 4th Floor  
R. No.: 6, Kolkata 700012,  
E Mail: [goenkamohan@hotmail.com](mailto:goenkamohan@hotmail.com)  
[goenkamohan@gmail.com](mailto:goenkamohan@gmail.com)



Mobile No. 9831074332  
Phone No : 2237 9517

Item No. 1

Resolution No.	1
Purpose of Resolution	To issue Non Convertible Debentures on Private Placement Basis under section 42 and 71 of the Companies Act, 2013.
Type of Resolution	Special Resolution
Result	E-voting + Postal Ballot

Particulars	No. of Shares (through E-voting) (A)	No. of Shares (through Postal Ballot) (B)	Total No. of Shares (A) + (B)	% of Total Net Valid votes (in percentage)
Total No. of votes received	42733497	180791	42914288	Not applicable
Less: No. of Invalid Votes	0	25017	25017	
Net Valid Votes	42733497	155774	42889271	
Votes with assent for the resolution	42731740	154854	42886594	99.994 (approx.)
Votes with dissent for the resolution	1757	920	2677	0.006 (approx.)

Thanking You,

Yours Faithfully,

  
Mohan Ram Goenka  
Practicing Company Secretary  
C.P. No: 2551



Place: Kolkata  
Date: 09.03.2015

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Our Office :  
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R. No.: 6, Kolkata 700012,  
E Mail: goenkamohan@hotmail.com  
goenkamohan@gmail.com

Mobile No.9831074332  
Phone No : 2237 9517

## Scrutinizer's Report (e-voting)

[Pursuant to rule Section 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration)Rules, 2014]

To,

The Chairman / Board of Directors of **OCL India Limited**, a Company incorporated under the Companies Act 1913 and having its registered office at Rajagangapur, Sundargarh, Orissa – 770017.

Sub: Scrutinizer Report on the e-voting conducted by the Company pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration)Rules, 2014 to pass the item on the Agenda as contained in the notice dated 27.01.2015

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of **OCL India Limited**. (the Company) in its meeting held on January 27, 2015 as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration)Rules, 2014 (Rules) on the Resolution to be passed through postal ballot.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.




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3. In terms of the aforesaid Notice, the e-voting period was opened for thirty days from Friday, February 06, 2015 (from 09:00 a.m. IST) and ends on Saturday, March 7, 2015 (upto 06:00 p.m. IST) and members were requested to cast their votes electronically conveying their assent or dissent in respect of the special resolution on e-voting platform provided by NSDL.
4. The member of the Company as on "cut off" date i.e. 30<sup>th</sup> January, 2015 were entitled to vote on the resolutions.
5. Members who had voted through e-voting had been considered for scrutiny, in case members had voted through both modes (e-voting and postal ballot)
6. The votes cast were unblocked on 09.03.2015 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Ms. Sneha Khaitan

  
Ms. Smita Mondal

7. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and based on such report generated, 55 members have cast their votes on the E-voting platform and the analysis of the results of the e-voting are depicted as under:

Item No. 1 :-

Analysis of Result – 1

Resolution No.	1
Purpose of Resolution	To issue Non Convertible Debentures on Private Placement Basis under section 42 and 71 of the Companies Act, 2013.
Type of Resolution	Special Resolution

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46, B. B. Ganguly Street, 4th Floor  
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*MR & Associates*

Company Secretaries

Particulars	No. of e-votes	No. of votes contained in e-votes	Percentage of total
Received	55	42733497	100%
Assent	49	42731740	99.996% (approx.)
Dissent	6	1757	0.004% (approx.)
Abstain	0	0	0%
Total	55	42733497	100%

Thanking You,

Yours Faithfully,



Mohan Ram Goenka  
Practicing Company Secretary  
C. P. No: 2551

Place: Kolkata  
Date: 09.03.2015

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### Scrutinizer's Report (Postal Ballot)

[Pursuant to rule Section 110 of the Companies Act, 2013 and rule 22 of the Companies  
(Management and Administration)Rules, 2014]

To,

The Chairman / Board of Directors of OCL India Limited, a Company incorporated under the Companies Act 1913 and having its registered office at Rajagangapur, Sundargarh, Orissa – 770017.

Sub: Scrutinizer Report on the Postal Ballot conducted by the Company pursuant to the provisions of 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration)Rules, 2014 to pass the item on the Agenda as contained in the notice dated 27.01.2015

Dear Sir,

1. I Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of OCL India Limited (the Company) In its meeting held on January 27, 2015 as a Scrutinizer for the purpose of Scrutinizing the postal ballot process and ascertaining the requisite majority on ballot voting carried out as per the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration)Rules, 2014 (Rules) and Clause 35B of the Listing Agreement.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through postal ballot means on the proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the forms received from the shareholders by casting of their votes through postal ballot.



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3. All the duly completed postal ballot form as received by the Scrutinizer upto the close of business hours on **Saturday, the 7<sup>th</sup> day of March 2015**, being the last date fixed for receipt of postal ballot forms were considered for scrutiny.
4. The member of the Company as on "cut off" date i.e. 30<sup>th</sup> January, 2015 were entitled to vote on the resolutions.
5. Members who had voted through e-voting had been considered for scrutiny, in case members had voted through both modes (e-voting and postal ballot)
6. The votes cast were unblocked on 09.03.2015 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Sneha Khaitan

Ms. Smita Mondal

7. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were derived from the postal ballot forms and based on such data, the summary of results of the postal ballot voting are as under:

Item No. 1 :-

Summary of the Postal Ballots received for Resolution No. 1

Resolution No.	1
Purpose of Resolution	To issue Non Convertible Debentures on Private Placement Basis under section 42 and 71 of the Companies Act, 2013.
Type of Resolution	Special Resolution



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*MR L Associates*

Company Secretaries

Particulars	No. of Postal Ballot Forms	No. of Shares
Total Postal Ballots received	93	180791
Less: Invalid Postal Ballots	17	25017
Net Valid Postal Ballots	76	155774
Postal Ballot with assent for the resolution	67	154854
Postal Ballot with dissent for the resolution	9	920
Percentage of voters / shares in favour (in %)	88.158 (approx.)	99.409 (approx.)
Percentage of voters / shares Against (in %)	11.842 (approx.)	0.591 (approx.)

Thanking You,

Yours Faithfully,



Mohan Ram Goenka  
Practicing Company Secretary  
C.P. No: 2551



Place: Kolkata  
Date: 09.03.2015

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