

**RESULTS OF POSTAL BALLOT**

The Company pursuant to Section 192A of the Companies Act, 1956, read with the Companies (passing of resolutions by postal ballot) Rules, 2011, issued notice dated 29.05.2013 seeking the consent of the shareholders for passing the following two special resolution through Postal Ballot

1. **"RESOLVED THAT** pursuant to the provisions of section 17(1) read with Section 192A of Companies Act, 1956, the Objects Clause of Memorandum of Association of the Company, i.e., clause III, be and is hereby altered by deletion of present Sub Clause (2 I) and substitution thereof by the following new Sub Clause (2 I):

"To carry on in India or elsewhere the business of developing, constructing, establishing, commissioning, setting up, operating and maintaining electric power generating stations based on conventional/ non-conventional resources by using wind, solar, water, coal, naphtha, fuel oil, furnace oil, natural gas, liquefied natural gas, biomass including bagasse or any other carbohydrate available above the earth or by from offshore or onshore sites in India or outside India for transmission, distribution and marketing the power generated/transmitted in India or outside India at such voltages as required by the customers and invest in research & development of power from conventional or non-conventional or renewable energy sources for generation and also to offer consultancy for power transmission, distribution and power marketing to any customer".

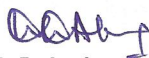
2. **"RESOLVED THAT** pursuant to the provisions of section 149(2A) of the Companies Act, 1956, approval be and is hereby accorded for commencement by the Company of all or any of the businesses specified in Sub Clause (2 I) of Clause III (Objects Clause) of the Memorandum of Association of the Company as they appear after their insertion in the Objects Clause and become effective".

Shri Mohan Ram Goenka, Partner, MR & Associates, Practicing Company Secretary, who was appointed as the Scrutinizer for conducting the postal ballot process has submitted his report on August 29, 2013. Shri D.D.Atal, Whole Time Director and Chairman of the 63<sup>rd</sup> Annual General Meeting held on 14<sup>th</sup> September 2013 declared the said results of Postal Ballot compiled by the Scrutinizer which is as under:

Particulars	No. of Postal Ballot forms	No. of equity shares	Percentage (%)
Total Paid up capital	10914	56900220	100% (of total paid up capital)
Total postal ballot forms Received	36	41121301	72.27% (of total paid up capital)
Less: Invalid postal ballot forms received (as per register)	5	54	0.00% (of total paid up capital)
Net valid postal ballot forms received (as per register)	31	41121247	72.27% (of total paid up capital)
Votes in favour of the (Resolution No.1 & 2)	30	41121227	99.99% (of total valid votes)
Votes against the (Resolution No.1 & 2)	1	20	0.01% (of total valid votes)

Accordingly, the Special resolution set out in the notice dated May 29, 2013, stands duly passed with requisite majority. The results have also been uploaded on the Company's website [www.oclindia ltd.in](http://www.oclindia ltd.in).

For OCL India Limited



D.D.Atal  
 Whole Time Director