



ND/CS/SE/1001 September 27, 2017

Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort Mumbai-400001
Scrip Code: 502165

National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: OCL

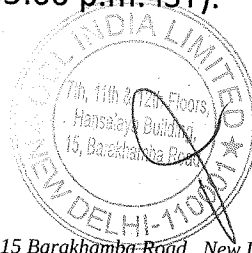
Subject – Voting results of the e-voting/postal ballot in terms of Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

The Company had sought Shareholders approval by way of Special Resolution, through postal ballot including voting by electronic means, with respect to the resolution mentioned in the notice. The brief of the resolution is as follows:

Special Resolution pursuant to Sections 41, 42, 62, 71, 180 and other applicable provisions of the Companies Act, 2013 and other applicable laws to authorize the Board of Directors to issue and allot further Securities to the extent of Rs. 3000 crore which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value upto Rs. 2.50 crore exclusive of such premium as may be fixed on such Securities, for making borrowings by way of debt based Securities to the extent of Rs. 3000 crore and to create mortgage and/or charge upto Rs. 3000 crore.

The e-voting facility was made available to all the persons who were members of the Company as on the record date, i.e., August 11, 2017. The voting/e-voting had commenced on Sunday, August 27, 2017 (from 09:00 a.m. IST) and ended on Monday, September 25, 2017 (upto 05:00 p.m. IST).



CIN : L26942TN1949PLC117481
Regd. Off: Dalmiapuram-621651
District Tiruchirapalli
Tamil Nadu, India
w.e.f. 10.07.2017

The Board of Directors of the Company had appointed Mr. Mohan Ram Goenka of MR & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The results of the e-voting/postal ballot alongwith Scrutinizer's report are attached in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same are also displayed at the registered office and posted on the Company's website www.oclindiaLtd.in.

Thanking you.

For OCL India Limited



Rachna Gorla

General Manager (Legal) & Company Secretary

Enclosures: As Above.

VOTING RESULTS

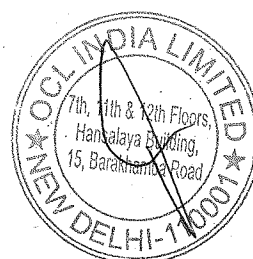
Date of announcement of result	September 27, 2017
Total number of shareholders on record date	August 11, 2017
No. of shareholders voted through e-voting/postal ballot	
• Promoters and Promoter Group	1
• Public Institutions:	44
• Public Non Institutions:	78

Agenda – wise disclosure

No. 1 – Authorizing the Board of Directors to issue and allot further Securities to the extent of Rs. 3000 crore which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value upto Rs. 2.50 crore exclusive of such premium as may be fixed on such Securities, for making borrowings by way of debt based Securities to the extent of Rs. 3000 crore and to create mortgage and/or charge upto Rs. 3000 crore.

Resolution required	Special Resolution
Whether promoter / promoter group are interested in the agenda/resolution	No

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes 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
Promoter and Promoter Group	E-voting	42610522	42479273	99.69	42479273	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	42610522	42479273	99.69	42479273	0	100.00	0.00
Public Institutions	E-voting	1040606	889412	85.47	445783	443629	50.12	49.88
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		889412	85.47	445783	443629	50.12	49.88
Public Non Institutions	E-voting	13249092	3041747	22.96	3038535	3212	99.89	0.11
	Postal Ballot		4191	0.03	3606	585	86.04	13.96
	Total	13249092	3045938	22.99	3042141	3797	99.88	0.12
Total		56900220	46414623	81.57	45967197	447426	99.04	0.96



SCRUTINIZER'S REPORT

(Voting through E-Voting and Postal ballot)

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman/ Director of **OCL India Limited**, having its Registered office at Dalmiapuram 621651, District Tiruchirappalli, Tamil Nadu.

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) for the purpose of scrutinizing the Postal Ballot and e-voting process under the provisions of Section 110 of the Companies Act, 2013 (the 2013 Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The management of the Company is responsible to ensure the compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Postal Ballot and e-voting process for the resolution proposed in the Notice of Postal Ballot of the Company. My responsibility as a Scrutinizer for the process of voting through Postal Ballot and e-voting is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolution proposed in the Notice of the Postal Ballot of the Company, based on the reports generated from the e-voting system provided by **National Securities Depository Limited (NSDL)**, the agency engaged by the Company to provide e-voting facilities for voting through electronic means and votes casted through Postal Ballots.
3. In terms of the aforesaid Notice and as prescribed in the aforesaid Rules, the e-voting facility was kept open for thirty days from **Sunday, 27th August, 2017 at 9.00 A.M. IST to Monday, 25th September, 2016 at 5.00 P.M. IST** and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on e-voting platform provided by NSDL.
4. The members of the Company as on "cut off" date (record date) i.e. **Friday, 11th August, 2017** were entitled to vote on the resolution as set out in the notice of Postal Ballot of the Company.
5. At the end of the voting period on **Monday, 25th September, 2017**, the voting portal of the service provider was blocked forthwith.

Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

6. In terms of the aforesaid Notice and as prescribed in the aforesaid Rules, the Postal Ballot process was kept open from **Sunday, 27th August, 2017** till **Monday, 25th September 2017** and members were requested to cast their votes through postal ballot convening their assent or dissent in respect of the resolution.
7. The votes cast were unblocked on 25th September 2017, after the closure of voting period, in the presence of two witnesses Ms. Smita Mondal and Ms. Sneha Khaitan who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Smita Mondal

Ms. Smita Mondal

Sneha Khaitan

Ms. Sneha Khaitan

8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on the of the resolution that was put to vote, were derived from the Postal Ballot forms as received and the report generated from the e-voting website of **National Securities Depository Limited (NSDL)**.
9. The details of Postal Ballot Forms (both by physical ballot and electronic means) received with respect to the proposed resolution is given below:

A. Summary of the Postal Ballot votes casted through Physical Mode is as follows:

Sl. No.	Particulars	Res No. 1 (Special Resolution)
1.	Total No. of Postal Ballot Forms Received	13
2.	Total No. of Invalid Postal Ballot Forms	0
3.	Total No. of Valid Postal Ballot Forms	13
4.	Total No. of Valid Postal Ballot Forms in Favour of the Resolution	12
5.	Total No. of Valid Postal Ballot Forms Against the Resolution	1
6.	Total No. of Votes/Shares casted	4191
7.	Total No. of Votes/Shares in favour the Resolution	3606
8.	Total No. of Votes/Shares against the Resolution	585

B. Summary of the Postal Ballot votes casted through Electronic Voting System is as follows:

Sl. No.	Particulars	Res No. 1 (Special Resolution)
1.	Total No. of votes/ shares casted through e-voting system	46410432
2.	Total No. of votes/ shares casted in favour of the resolution	45963591
3.	Total No. of votes/ shares casted against the resolution	446841

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C. Summary of total votes casted (aggregate of Physical & Electronic Voting System) is as follows:-

Sl. No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of votes/shares	%
1	Favour	3606	45963591	45967197	99.04
2	Against	585	446841	447426	0.96
Total				46414623	100.00

Taking into consideration of the above results, following is the consolidated result of voting:-

Item No. of Notice	Particulars and Type of Resolution	Total No. of Valid Votes	Total Votes cast in favor		Total Votes cast in against	
			No. of shares	% votes cast	No. of shares	% votes cast
Item No. 1	Special Resolution; Special Resolution pursuant to Sections 41, 42, 62, 71, 180 and other applicable provisions of the Companies Act, 2013 and other applicable laws to authorize the Board of Directors to issue and allot further Securities to the extent of Rs. 3000 crore which upon conversion of all securities would give rise to the issue of equity capital of an aggregate face value upto Rs. 2.50 crore exclusive of such premium as may be fixed on such Securities, for making borrowings by way of debt based Securities to the extent of Rs. 3000 crore and to create mortgage and/or charge upto Rs. 3000 crore.	46414623	45967197	99.04	447426	0.96

RESULTS :

Based on the foregoing, the aforesaid resolution shall be deemed to have been passed with the requisite majority.

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MR & Associates

Company Secretaries

All the relevant records relating to the voting through postal ballot form and e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes.

Thanking You,
Yours Faithfully,



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



Place: Kolkata
Date: 26.09.2017

Countersigned by:

(X) 
Amandeep

Whole Time Director

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