



September 20, 2016

Bombay Stock Exchange Limited
The Corporate Relationship Deptt.
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street, Fort
Mumbai-400001.

National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block G
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.

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:

1. 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 cut-off date, i.e., August 05, 2016. The voting/e-voting had commenced on Sunday, August 21, 2016 (from 09:00 a.m. IST) and ended on Monday, September 19, 2016 (upto 05:00 p.m. IST).

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.oclindia ltd.in.

Thanking you.

For **OCL India Limited**



Rachna Soria
General Manager (Legal) & Company Secretary

Enclosures: As above.

OCL India Limited

Date of announcement of result: September 20, 2016

Cut Off Date of Postal Ballot : August 05, 2016

Total number of shareholders on Cut Off Date : 10225

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

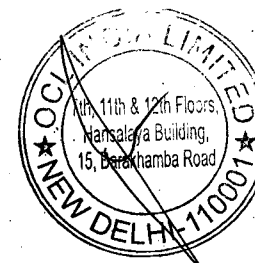
Promoters and Promoter Group : 1
Public Institution : 13
Public Others : 81

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Brief of Resolution 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 (Ordinary/ Special) | Special |
| 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 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 |
|-----------------------------|-------------------------------|------------------------|-------------------------|---|------------------------------|--------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 42610522 | 42479273 | 99.69 | 42479273 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 42479273 | 99.69 | 42479273 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 1428228 | 332335 | 23.27 | 0 | 332335 | 0.00 | 100.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 332335 | 23.27 | 0 | 332335 | 0.00 | 100.00 |
| Public -Non Institutions | E-Voting | 12861470 | 7709 | 0.06 | 4921 | 2788 | 63.83 | 36.17 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 19087 | 0.15 | 18237 | 850 | 95.55 | 4.45 |
| | Total | | 26796 | 0.21 | 23158 | 3638 | 86.42 | 13.58 |
| Total | | 56900220 | 42838404 | 75.29 | 42502431 | 335973 | 99.22 | 0.78 |



CONSOLIDATED 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 Rajgangpur, Sundargarh, Odisha 770 017.

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 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 e-voting and Postal Ballot process and for the resolutions proposed in the Notice of Postal Ballot of the Company. My responsibility as a Scrutinizer for the process of voting through e-voting and Postal Ballot Form 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 ballot forms in respect of the resolution as set out in the notice of postal ballot of the Company.
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, 21st August, 2016 at 9.00 A.M. IST to Monday, 19th 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 member of the Company as on "**cut off**" date (record date) i.e. **Friday, 5th August, 2016** 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, 19th September, 2016**, the voting portal of the service provider was blocked forthwith.
6. In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the postal ballot process was kept open till the close of working hours on **Monday, 19th September 2016** and members were requested to cast their votes through postal ballot conveying their assent or dissent in respect of the resolution.
7. The votes cast were unblocked on 19.09.2016, 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.

Our Office :

46, B. B. Ganguly Street, 4th Floor

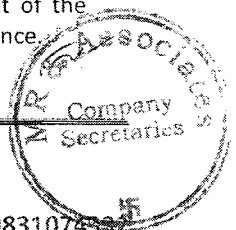
R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com

Mobile No.9831074522

Phone No : 2237 9517



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 each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of National Securities Depository Limited (NSDL), and based on such reports,
9. The details of Postal Ballot Forms (both by physical ballot and electronic means) received with respect to the proposed resolution is given below:

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

| | | |
|----|--|---|
| 1. | Total No. of Postal Ballot Forms Received | 53 |
| 2. | Total No. of Invalid Postal Ballot Forms | 7 |
| 3. | Total No. of Valid Postal Ballot Forms | 46 |
| | | Res No. 1 (Special Resolution) |
| 4. | Total No. of Valid Postal Ballot Forms in Favour of the Resolution | 44 |
| 5. | Total No. of Valid Postal Ballot Forms Against the Resolution | 2 |
| 6. | Total No. of Votes/Shares casted | 20356 |
| 7. | Total No. of Votes/Shares in favour the Resolution | 18237 |
| 8. | Total No. of Votes/Shares against the Resolution | 850 |

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

| Particulars | | Res No. 1 (Special Resolution) |
|-------------|---|-----------------------------------|
| 1. | Total No. of votes/ shares casted through e-voting system | 42819317 |
| 2. | Total No. of votes/ shares casted in favour of the resolution | 42484194 |
| 3. | Total No. of votes/ shares casted against the resolution | 335123 |

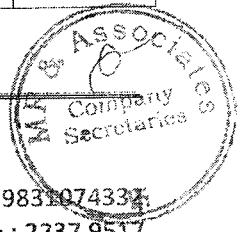
Summary of total votes casted (aggregate of Physical & Electronic Voting System) is as follows:-

| Sr. No. | Votes casted | By Physical Ballot | By Electronic Voting | Total No. of votes/shares | % |
|--------------|--------------|--------------------|----------------------|---------------------------|---------------|
| 1 | Favour | 18237 | 42484194 | 42502431 | 99.22 |
| 2 | Against | 850 | 335123 | 335973 | 0.78 |
| Total | | | | 42838404 | 100.00 |

Our Office :

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

Mobile No.9831074337
Phone No : 2237 9517



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 seeking approval of Shareholders 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. | 42838404 | 42502431 | 99.22 (approx.) | 335973 | 0.78 (approx.) |

RESULTS :

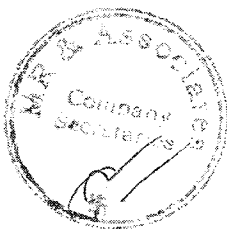
Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

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: Rajgangpur
Date: 20.09.2016

Our Office :
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E Mail: goenkamohan@hotmail.com
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