



August 22, 2016

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

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

Subject: Notice of Annual General Meeting, Book Closure and Postal Ballot

Dear Sir/s,

This is to inform you that the 66th Annual General Meeting of the Company will be held on Tuesday, September 20, 2016 at 11 a.m. at the Company's Rest House, situated at Rajgangpur – 770017, District Sundargarh, Odisha. The Book Closure of the Company for the purposes of Annual General Meeting will be from Wednesday, September 14, 2016 to Tuesday, September 20, 2016 (both days inclusive).

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached at **Annexure 1** is the Notice of Annual General Meeting dated May 17, 2016, as dispatched to the Shareholders on Saturday, August 20, 2016.

Attached also at **Annexure 2** is the Notice of Postal Ballot dated May 17, 2016, as dispatched to the Shareholders on Saturday, August 20, 2016 to consider and pass a Special Resolution pursuant to Sections 41, 42, 62, 71, 180 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder.

Please take the same on records.

Thanking You,
For OCL India Limited

Rachna Gorla
General Manager (Legal) & Company Secretary

OCL INDIA LIMITED

Regd. Office: Rajgangpur- 770 017, District Sundargarh, Odisha State
Tel. No.: (06624)221212, 220121, Website: www.oclindia ltd.in ,
CIN No.: L26942OR1949PLC000185, E-mail: ocl_rajgangpur@ocl.in

NOTICE

NOTICE is hereby given that the Sixty Sixth Annual General Meeting of the Members of the Company will be held at the Company's Rest House at Rajgangpur - 770017 (District Sundargarh, Odisha State) on Tuesday, the 20th day of September, 2016 at 11.00 AM to transact the following business:

1. To consider and adopt the (a) audited Standalone Financial Statements for the Financial Year ended 31st March, 2016, and the Reports of the Directors' and Auditors thereon; and (b) audited Consolidated Financial Statements for the Financial Year ended 31st March, 2016 and the Report of the Auditors thereon.
2. To appoint a Director in place of Shri Jayesh Doshi, who retires by rotation and is eligible for re-appointment.
3. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the applicable Rules, the appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants, (Firm registration no. 109208W) New Delhi, as Statutory Auditors, made at Sixty Forth Annual General Meeting for a period of three years till conclusion of Annual General Meeting to be held in the year 2017, be and is hereby ratified for the Financial Year 2016-17 at a remuneration of Rs. 22 Lacs (Rupees Twenty Two Lacs only) besides reimbursement of actual out of pocket expenses as might be incurred in performance of their duties and the applicable service tax and cess."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014, M/s R. J. Goel & Co., the Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the cost records related to cement business of the Company for the Financial Year ending March 31, 2017 at Rs.1,50,000/- (Rupees One Lac Fifty Thousand only) besides reimbursement of actual out of pocket expenses as might be incurred in performance of their duties and the applicable service tax and cess be and is hereby ratified and approved.

FURTHER RESOLVED THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013, Shri Amandeep, the Whole Time Director and Chief Executive Officer (Cement Division) be paid an ex-gratia of Rs. 1.00 Crore (Rupees One Crore only)."

By Order of the Board of Directors
for OCL INDIA LIMITED

Place: New Delhi
Dated: May 17, 2016

Sd/-
(Rachna Gorla)
GM (Legal) & Company Secretary

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority/Power of Attorney, as applicable. A person can act as proxy on behalf of not more than 50 Members holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.
2. Members/proxies should fill in the attendance slip for attending the meeting.
3. The Register of Members will remain closed from September 14, 2016 to September 20, 2016 (both days inclusive).
4. C B Management Services (P) Limited, P-22 Bondel Road, Kolkata - 700 019 are the Registrars & Share Transfer Agents ("RTA") of the Company to handle share transfers, both in physical and electronic segments, and other shares related matters. The shareholders are requested to correspond with the RTA at the above address.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
6. Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio Number is quoted in all correspondence.
7. Pursuant to Companies Act, 2013 and Rules made there under, Members holding shares in physical mode/ electronic mode are requested to please register their e-mail address and changes therein from time to time with the Company/the RTA www.cbmsl.com/green.php and/or with the concerned depository participant and also to mention their e-mail address in all correspondence with the Company so as to expedite the response and also to enable the Company send the notices of Annual General Meeting, Annual Reports and other communications/ documents electronically through e-mail.
8. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity.
9. Electronic copy of this Notice of Annual General Meeting alongwith Proxy Form, detailed process, instructions and manner of e-voting and the Annual Report for 2015-16 is being sent to all members whose e-mail IDs are registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Notice and Annual Report is being sent.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed there under, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.
11. The cut-off date for determining the members who are entitled to vote either through remote e-voting or through ballot paper at the Annual General Meeting is September 13, 2016. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on cut-off date shall only be entitled to vote through remote e-voting/voting on poll through ballot paper.
12. At the Annual General Meeting, the Chairman shall after discussion on the proposed resolutions conduct Poll and allow voting with the assistance of Scrutinizer by ballot paper by all the members present who have not casted their votes through remote e-voting facility.
13. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date, i.e., September 13, 2016.
14. Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the votes cast by the members through remote e-voting as well as physical ballot at the venue of the forthcoming Annual General Meeting in a fair and transparent manner.
15. In terms of the Companies Act, 2013, relevant rules and Secretarial Standards, all relevant documents/papers, as are referred in this Notice, are open for inspection at the Registered Office/Corporate Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditors M/s R. J. Goel & Co., Cost Accountants, 31, Community Centre, Ashok Vihar, Phase-I, Delhi – 110052, to conduct the audit of the cost accounts relating to "Cement" maintained by the Company for the Financial Year ending March 31, 2017 and have fixed their remuneration, subject to the ratification of the shareholders, at Rs. 1,50,000/- besides reimbursement of actual out of pocket expenses as might be incurred in performance of their duties and the applicable service tax and cess.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5:

The Board of Directors has, at its meeting held on May 17, 2016, approved an ex-gratia payment of Rs.1.00 Crore (Rupees One Crore only) to Shri Amandeep, the Whole Time Director and Chief Executive Officer (Cement Division).

The same being over and above the remuneration approved by the Shareholders at the Sixty Fifth Annual General Meeting held on September 18, 2015 and within the limits of Schedule V of the Companies Act, 2013, needs the approval of Shareholders by way of an Ordinary Resolution in terms of Sections 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Shri Amandeep, is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

By Order of the Board of Directors
for **OCL INDIA LIMITED**

Place: New Delhi
Dated: May 17, 2016

Sd/-
(Rachna Gorla)
GM (Legal) & Company Secretary

OCL INDIA LIMITED

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ATTENDANCE SLIP

Venue of the meeting : Company's Rest House at Rajgangpur-770017
(District Sundargarh, Odisha State)

Date & Time : September 20, 2016 at 11.00 a.m

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP ID *	
Client ID*	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 66th Annual General Meeting of the Company held on September 20, 2016 at 11.00 a.m. at Company's Rest House at Rajgangpur -770017 (District Sundargarh, Odisha State).

Signature of Member/Proxy

*Applicable for members holding shares in electronic form.

Note:

1. Electronic copy of the Annual Report 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant. Members receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered.

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FORM NO. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member :
Registered Address :
E-Mail ID :
Folio No./Client ID :
DP ID :

I/We _____ of _____ being member(s) of OCL India Limited,
holding _____ shares of the above mentioned Company, hereby appoint

1. Name :
Address :
E-Mail ID :
Signature :

or failing him

2. Name :
Address :
E-Mail ID :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, the 20th September, 2016 at 11.00 a.m. at Company's Rest House at Rajgangpur-770017 (Dist: Sundargarh, Odisha State) and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda item	Vote*	Agenda item	Vote*
No. 1		No. 2	
No. 3		No. 4	
No. 5			

Signed this _____ day of _____ 2016.

Affix One
Rupee Stamp

Signature of Shareholder:

Signature of Proxy holder:

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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1. Name and Registered Address of the sole/first named Shareholder :
2. Name(s) of the Joint Shareholder(s), if any :
3. Registered Folio No./ DP ID No./Client ID No. :
4. Number of share(s) held :

Dear Shareholder(s):

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, OCL India Limited ("the Company") is offering remote e-voting facility to its members in respect of the businesses to be transacted at the 66th Annual General Meeting scheduled to be held on Tuesday, September 20, 2016 at 11.00 a.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide remote e-voting facilities. The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period:

- Commencement of e-voting : From 09:00 a.m (IST) on September 17, 2016
- End of e-voting : Upto 05:00 p.m. (IST) on September 19, 2016

The cut-off date (i.e., the record date) for the purpose of e-voting is September 13, 2016.

This Communication forms an integral part of the Notice dated May 17, 2016 for the 66th Annual General Meeting scheduled to be held on September 20, 2016.

The Notice of the Annual General Meeting and this Communication is also available on the website of the Company www.oclindia ltd.in.

Please turn over for detailed process and manner of e-voting.

For OCL India Limited

Rachna Gorla
GM (Legal) and Company Secretary

Date: May 17, 2016

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

1. The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories):
- i. Open the e-mail and also open PDF file namely "OCL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. Any person, who acquires share of the Company and become member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date, i.e., September 13, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the remote e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "REVEN" (Remote E-Voting Event Number) of OCL India Limited. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to <mailto:goenkamohan@hotmail.com> with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and remote e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the this ballot form: REVEN (Remote E-Voting Event Number), user ID and password.

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i. The remote e-voting period commences on Saturday, September 17, 2016 (9.00 a.m. IST) and ends on Monday, September 19, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of September 13, 2016.
- iii. A person, whose name is recorded in the register of members in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through ballot paper.
- iv. Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. The Chairman shall, at the Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- vi. The Scrutinizer shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by the Board, who shall countersign the same and declare the result of the voting forthwith.
- vii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.oclindia ltd.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

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POSTAL BALLOT NOTICE

Dear Member,

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/Electronic Voting (e-voting). The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot form (the "Form").

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

Members desiring to vote through Postal Ballot are requested to carefully read the instructions printed on the reverse of the Form, record their assent (for) or dissent (against) therein by filling necessary details and affixing the signature at the designated place in the Form and return the same in original, duly completed, in the enclosed self-addressed, postage pre-paid business reply envelope so as to reach the Scrutinizer not later than the close of working hours, i.e., 5.00 p.m. on Monday, the 19th day of September, 2016.

Members desiring to opt for e-voting are requested to read the notes to the Notice under the section "Voting through Electronic means".

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report. The result of the Postal Ballot would be announced by the Director or the Company Secretary of the Company or their duly Authorized Representative on Tuesday, 20th day of September, 2016 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. www.oclindia ltd.in.

SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

Item No. 1

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 41, 42, 62, 71 and all other applicable provisions and rules, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time (the "Act"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the regulations/guidelines/circulars/press notes/clarifications issued by the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and/or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA") as amended, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended up to date and subject to such approvals, consents, permissions and sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (FIPB/ Secretariat for Industrial Assistance), GOI, SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies and subject to such conditions and modification(s) as may be prescribed by them while granting such approvals, consents, permissions and sanctions, to the extent applicable, which may be agreed to by the Board of Directors of the

Company (hereinafter referred to as the "**Board**") which expression shall be deemed to include any Committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, Equity Shares of the Company with a face value of Rs. 2/- (Rupees Two) each (the "**Equity Shares**"), Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**") and/or other financial instruments convertible into Equity Shares (including warrants, or otherwise), Fully Convertible Debentures, Partly Convertible Debentures, Non-Convertible Debentures with warrants and/or Convertible Preference Shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the "**Securities**") or any combination of Securities, in one or more tranches, through public and/or private offerings and/or on preferential allotment basis or any combination thereof or by issue of prospectus and/or placement document/or other permissible/requisite offer document to any eligible person(s), including but not limited to Foreign Institutional Investors ("**FIIs**"), Foreign Portfolio Investors ("**FPIs**"), Qualified Institutional Buyers ("**QIBs**") in accordance with Chapter VIII of the ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and/or multilateral financial institutions, mutual funds, pension funds, and/or any other categories of investors (collectively called the "**Investors**") whether or not such Investors are members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 3000 Crore (Rupees Three Thousand Crore) or its equivalent of any other foreign currencies, which upon conversion of all securities so issued or allotted, could give rise to the issue of Equity Capital of an aggregate face value upto Rs. 2.50 crore divided into 1,25,00,000 Equity Shares of Rs. 2/- each of the Company, exclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s), private placement(s), or a combination thereof at such a time or times, at a discount (including but not limited to any discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations) or a premium permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead managers/underwriters/ advisors for such issue.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutional Placement ("**QIP**") in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within 12 (twelve) months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time and the Securities shall not be eligible to be sold for a period of 12 (twelve) months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% (five per cent) or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations as may be amended from time to time.

RESOLVED FURTHER THAT in the event of issue of Securities by way of QIP the relevant date on the basis of which the price of the Securities shall be determined as specified under ICDR Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board ("**Committee**") decides to open the proposed issue for Securities or such other time as may be decided by the Board and as permitted by the ICDR Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities.

RESOLVED FURTHER THAT the Securities to be, created, issued, offered and allotted shall be subject to the following terms and conditions:

- a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of this Resolution;
- b) The Equity Shares so issued or the convertible Securities upon conversion into Equity Shares, shall rank *pari passu* in all respects with the existing Equity Shares of the Company in all respects including the entitlement of dividend; and
- c) The number and/or price of the Securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular/ placement document for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the

Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/ or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular/placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT subject to the applicable laws, for the purpose of giving effect to the issuance of Securities, the Board or any Committee is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Securities, including, without limitation to the following:

- a) decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents;
- b) finalization of the allotment of the Securities on the basis of the subscriptions received;
- c) finalization of, and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/ offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- d) approval of the preliminary and final offering circulars/placement document/prospectus/offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the book running lead managers/underwriters/ advisors, in accordance with all applicable rules, regulations and guidelines;
- e) entering into any arrangement for managing, underwriting and marketing the proposed offering of Securities and to appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, paying and conversion agents, listing agents, escrow banks/agents and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed offering of the Securities;
- f) approval of the deposit agreement(s), the purchase/underwriting agreement(s), the trust deed(s), the indenture(s), the master/global GDRs/ADRs/FCCBS/other certificate representing the Securities, letters of allotment, listing application, engagement letter(s), memorandum of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- g) finalization of the basis of allotment in the event of oversubscription;
- h) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
- i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- j) seeking the listing of the Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- k) deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;
- l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue, including with any escrow bank;

- m) to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company; and
- n) all such acts, deeds, matters and things as the Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradeability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and/or holders of any Securities including terms or issue of additional Equity Shares or variations of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities. Provided that the issue of all Equity Shares referred to above shall rank *pari passu* with the existing Equity Shares of the Company in all respects, including the entitlement of dividend.

RESOLVED FURTHER THAT in event the Board decides to issue debt-based securities including but not limited to Foreign Currency Convertible Bonds ("FCCBs"), Fully Convertible Debentures, Partly Convertible Debentures, Non-Convertible Debentures with warrants, the consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 to the Board of Directors (which expression shall include a duly constituted Committee thereof) of the Company for making such borrowings by way of debt based securities to the extent of Rs. 3000 crore in addition to the already approved borrowing limits under Section 180(1)(c) of the Companies Act, 2013 by the shareholders at the Annual General Meeting held on September 13, 2014.

RESOLVED FURTHER THAT consent of the Company be and is hereby granted in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors to create mortgage and/or charge upto Rs. 3000 crore, in addition to mortgages/charges created/to be created by the Company pursuant to already approved limits under Section 180(1)(a) of the Companies Act, 2013, in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the moveable and/or immovable properties of the Company, both present or future, and/or the whole or any part of the undertakings of the Company for securing any or all of the securities (if they comprise fully/partly secured debt instruments) together with interest, further interest thereon, compound interest in case of default, accumulated interest, remuneration of the Trustees, premium (if any) on redemption, all other costs, charges and expenses payable by the Company in terms of the Trust Deed/Other Documents to be finalized and executed by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to any Committee, any other one or more Director(s) of the Company to give effect to the aforesaid Resolution and thereby such Committee or one or more such Directors as authorized are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.

By Order of the Board
For OCL INDIA LTD.

Place: New Delhi.
Dated: May 17, 2016.

sd/-
Rachna Gorla
GM (Legal) & Company Secretary

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions 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 conducting this Postal Ballot/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 August 5, 2016.
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

To accelerate the growth of the Company, it is proposed to consider organic as well as inorganic expansions. With the easing of policy constraints in Cement Industry, assets are being disposed-off by stressed players in cement industry both in India and abroad. As the turn-around time for such deals is relatively low, it is proposed that the Company should have enough liquidity to take full advantage of any such opportunity.

It is accordingly proposed to have the enabling Special Resolution of the Shareholders passed through postal ballot in terms of Section 110 of the Companies Act, 2013 with respect to authorizing the Board of Directors to issue and allot Securities, to make borrowings by way of debt based securities and to create mortgage and/or charge of value not exceeding Rs. 3000 Crore, in addition to the borrowings made/to be made and mortgages/charges created/to be created by the Company in terms of the Shareholders approval of September 13, 2014, in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the moveable and/or immovable properties of the Company, both present or future.

Approval of the Shareholders is accordingly required by way of a Special Resolution under the provisions of Sections 41, 42, 62, 71, 180 and all other applicable provisions of the Companies Act, 2013. Hence, the Resolution is proposed and commended by the Directors.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution set out at Item No. 1 above.

OCL INDIA LIMITED

Regd. Office: Rajgangpur- 770 017, District Sundargarh, Odisha State
Tel. No.: (06624)221212, 220121, Website: www.oclindia ltd.in,
CIN No.: L26942OR1949PLC000185, E-mail: ocl_rajgangpur@ocl.in

POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act 2013)

1. Name (s) & Registered Address of the sole/first named Member. :
2. Name(s) of the Joint-Holder(s) if any :
3. Registered Folio Number/DP ID No./Client ID No* :
- * Applicable to investors holding shares in dematerialised form.
4. Number of Ordinary Share(s) held :
5. Password :
6. I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No	Description of Resolution	No. of shares voted.	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	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.			

Place:

Date:

(Signature of the Member or
the Authorized Representative
(as per instructions overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)	User ID	Password/PIN

Note:

1. Last date for receipt of Postal Ballot Forms by Scrutinizer is Monday, September 19, 2016.
2. Please read the notes/instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote.

INSTRUCTIONS.

In compliance with Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as “e-voting”) facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot form through post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING:

- (A) In case a Member receives an e-mail from NSDL [for members whose e-mail Ids are registered with the Company/Depository Participant(s)]:-
- (i) Open e-mail and open PDF file viz; “OCL e-Voting.pdf” with your Client ID (in case shares are held in demat mode) or Folio No.(in case you are holding shares in physical mode) as default password. The said PDF file contains your “user ID” and “password” for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on “Shareholder – Login”.
 - (iv) Insert user ID and password as initial password noted in step (i) above. Click “Login”
 - (v) “Password change” menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination the two. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of “e-Voting” opens. Click on “e-Voting: Active E-voting Cycles”.
 - (vii) Select “EVEN” (Electronic Voting Event Number) of OCL India Limited.
 - (viii) Now you are ready for e-Voting as “Cast Vote” page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also click on “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at <mailto:goenkamohan@hotmail.com> or goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.

(xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the "Downloads" section of www.evoting.nsdl.com.

(B) In case a Members receives physical copy of the Postal Ballot Notice [for members whose email Ids are not registered with the Company / Depository Participant(s) or requesting physical copy]:

- (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sr. No. (ii) to (xii) above, to cast your vote.

(C) PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING.

- (i) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, Postal Ballots deposited in person or sent by courier or by registered/speed post, at the expense of the Member, will also be accepted. No other form or photocopy of the Postal Ballot form will be accepted.
- (ii) The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company.
- (iii) The Postal Ballot Form should be completed and signed by the Member and in case of joint holding, the Form should be completed and signed by the first named Member and in his absence by the next named Member, as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively.
- (iv) In case of shares held by companies, trusts, societies etc., completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/appropriate Authorization with the specimen signature(s) of the authorized signatory(ies), duly attested.
- (v) Unsigned, incomplete and incorrect Postal Ballot Form will be rejected.
- (vi) Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on September 19, 2016 at the following address. Postal Ballot Forms received after the said date will be treated as if reply from such Members has not been received.

Shri Mohan Ram Goenka,
Scrutinizer
Unit: OCL India Limited
C/o- C.B. Management Services (P) Ltd
P-22, Bondel Road, Kolkata-700 019.

- (vii) A Member may request for a duplicate ballot form, if so required, from M/s. C B Management Services (P) Ltd, P-22, Bondel Road,

Kolkata-19, fill in the details and send the same to the Scrutinizer at the address mentioned in (vi) above. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark () in the appropriate column.

- (viii) There shall be one ballot for every Folio / DP ID & Client ID irrespective of the number of joint holders.

(D) GENERAL INSTRUCTIONS:

- (i) The e-voting period commences on Sunday, August 21, 2016 (from 09:00 a.m. IST) and ends on Monday, September 19, 2016 (upto 05:00 p.m. IST).
- (ii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 5, 2016.
- (iii) A member can opt for only one mode of voting, i.e., either through e-voting or by postal ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- (iv) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed envelope.
- (v) The results of the Postal Ballot would be announced on September 20, 2016 at the Registered Office of the Company.
- (vi) The results declared along with Scrutinizer's report shall be placed on the Company's website www.oclindia ltd.in .

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