

CORPORATE OFFICE

17th 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****Courier**

October 09, 2014

Bombay Stock Exchange Limited

The Corporate Relationship Deptt.,
1st Floor,
New Trading Ring, Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai-400001
E-mail: corp.relations@bseindia.com
Fax No. 022-22723719, 22722037, 22722039, 022 2272 3121)

The Manager

Listing Department

National Stock Exchange of India Limited

"Exchange Plaza", C-1, Block G,
Bandra - Kurla Complex
Bandra (E)
Mumbai - 400 051
E-mail: cmllist@nse.co.in
Fax No. 022-26598237/26598238

Re: Copy of the Minutes of the Annual General Meeting.

Dear Sir/s,

Pursuant to clause 31(d) of the listing agreement, attached is a copy of the minutes of the 64th Annual General Meeting of shareholders of the Company held on 13th September 2014. Please take the same on records.

Thanking you
for OCL India Limited

GM (Legal) & Company Secretary



OCL INDIA LIMITED
RAJGANGPUR-770017

**PROCEEDINGS OF THE SIXTY FOURTH ANNUAL GENERAL MEETING OF THE
MEMBERS OF THE COMPANY HELD AT THE COMPANY'S REST HOUSE AT:
RAJGANGPUR, DISTRICT SUNDARGARH (ODISHA) ON SATURDAY, THE 13TH DAY OF
SEPTEMBER 2014 AT 4.30 P.M.**

MEMBERS PRESENT IN PERSON:

1	A Sunil Kumar
2	A K Chandrasekhar
3	Abhishek Kar
4	Ajoy Kumar Chakravathy
5	Amit Agarwal
6	Ansuman Pal
7	Arup Kumar Dev
8	Ashok Kumar Mallick
9	Asit Baran Pal
10	Banmall Goswami
11	Basanta Kumar Mahi
12	Bhaba Ranjan Parida
13	Bijoylakhmi Chatterjee
14	Binayak Kumar Shah
15	Biswal Prasanta Raghonath
16	Brahmananda Moharana
17	Braj Kishore Bhartiya
18	Charu Chandra Hui
19	Dharmapada Sharma
20	Dhyanchand Daspattnaik
21	Dinesh Kumar Pandey
22	Durgesh Kumar Mishra
23	Hemant Kumar Olha
24	Jai Narain Singh
25	Jay Prakash Singh
26	Kajal Pal
27	Krishna Kumar Bhartiya
28	Mahesh Kumar Sharma
29	Manish Kumar Gupta
30	Manjula Singh
31	Muraleedharan Pillai P G
32	Parimal Basak
33	Prakash Agarwal
34	Prasant Kumar Panda
35	Pravat Kumar Sahoo
36	Prem Chand Agarwal
37	Raghu Nath Mohanty
38	Raj Kumar Jalan
39	Rajendra Kumar Gupta
40	Rajeshwar Pandey

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[Handwritten Signature]

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For OCL INDIA LIMITED

Company Secretary

41	Rajkrishna Hota
42	Ranjit Kumar Saha
43	Ratnesh Kumar Mishra
44	Ravi Prakash Choudhury
45	Ravindra Kumar Singh
46	Rekha Kumari Ganeriwal
47	Renu Barik
48	Sanjay Kumar Lenka
49	Sanjukta Sahoo
50	Satish Kumar Mohapatra
51	Shankar Prasad Toppo
52	Shyam Sundar Sharma
53	Sisinti Sanjib Kumar
54	Sitaram Harlalka
55	Subhash Kumar Das
56	Sunakar Mallick
57	T R Krishnamoorthy
58	Viswanathan Swaminath
59	Vivek Dalmia

MEMBERS PRESENT BY PROXY:

22 members were present by proxies.

IN ATTENDANCE:

Shri Rajib Mohanty, Sr. Manager (Secretarial).

1. Shri Pradip Kumar Khaitan, Chairman of the Company was not present. The meeting waited for 15 minutes as required under Article 75 of the Articles of Association of the Company. Shri D.D.Atal, Chief Executive Officer and Whole Time Director and member of the Remuneration Committee and Stake holders' Relationship Committee, being authorized by the Chairman of Audit Committee, Remuneration Committee and Stake holders' Relationship Committee, was present. The members present were requested to elect the Chairman of the meeting. Proposed by Shri Binayak Shah and seconded by Shri Durgesh Kumar Mishra, Shri. D.D.Atal was unanimously chosen to be the Chairman of the meeting.
2. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.
3. The members were informed that the following had been placed on the table and were available for inspection:
 - i) Register of Directors' and Key Managerial Personnel and their shareholding maintained pursuant to Section 170 of the Companies Act, 2013.
 - ii) Auditors' Report relating to the accounts of the Company for the year ended 31st March 2014.
4. As directed by the Chairman, Shri Rajib Mohanty, Sr. Manager (Secretarial) read the notice of the meeting and report of the Auditors' on the Company's Accounts for the Financial Year ended 31st March, 2014. With the consent of the members, the

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Company Secretary

accounts for the Financial Year ended 31st March, 2014 and Directors' Report thereon, having been circulated to all the members, were taken as read. The Chairman invited the members to seek any clarification on matters relating to audited accounts. As no clarification was sought by the members on the audited accounts, the Chairman proceeded with the items of the Agenda in seriatim.

5. The Chairman informed the members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Clause 35B of the listing agreement, the Company had provided its members, the facility to cast their vote electronically through e-Voting services provided by NSDL. The e-Voting was commenced on 7th September 2014 and ended on 9th September 2014 and Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, was appointed as Scrutinizer for scrutinizing the e-Voting process.
6. The Chairman further informed the members that the Scrutinizer had submitted its report and e-Voting results cast by the members in favour or against the resolutions set out in the notice of the meeting. Before announcing the results the Chairman suo moto ordered a poll to be taken to give an opportunity to those members attending the Annual General Meeting who could not exercise their vote through electronic means, including persons present by proxy to cast their vote in proportion to their shareholding.
7. The Chairman appointed Mr. Mohan Ram Goenka as Scrutinizer to conduct the poll and Mr. A R Nayak and Mr. R R Mohanty employees of the Company to assist the Scrutinizer for conducting the Poll process. Thereafter, an empty polling box was locked and sealed by the Scrutinizer in the presence of the members and proxies. The ballot paper was distributed amongst the members including proxy holders and they cast their vote on poll by dropping the ballot forms in the sealed ballot box.
8. The sealed Ballot box was opened by the Scrutinizer and witnessed by Mr. A R Nayak and Mr. R R Mohanty. The Scrutinizer conducted the poll process in a fair and transparent manner and submitted the report of the Poll to the Chairman of the meeting who countersigned the same.
9. Based on the Scrutinizer's Report of e-voting and Poll, pursuant to Clause 35A of the Listing Agreement, the Chairman read the following consolidated results of e-Voting and Poll and declared that the resolutions set out in the agenda in seriatim as per the notice of the Annual General Meeting were passed by requisite majority.

ADOPTION OF ANNUAL ACCOUNTS:

(Item No.1)

"RESOLVED that the Audited financial statements of the Company for the Financial Year ended March 31, 2014, the Reports of the Directors and that of the Auditors thereon be and are hereby received and adopted.

RESOLVED FURTHER that the Audited consolidated financial statements of the Company for the Financial Year ended March 31, 2014 be and are hereby received and adopted."

As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding 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	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institution al holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34500	3	99.99	0.01
Total	56900220	42826840	75.27	42826837	3	99.99	0.01

DECLARATION OF DIVIDEND:

(Item No. 2)

"RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, a dividend at the rate of 4/- (200%) per paid up equity share to the equity shareholders of the Company whose names appear in the Register of Members as on September 13, 2014 be and is hereby declared out of the current profits of the Company for the Financial Year ended March 31, 2014.

RESOLVED FURTHER THAT dividend be paid by posting the dividend warrants/through ECS/NECS within 30 days hereof to all the shareholders who are entitled to receive the payment."

As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34501	2	99.99	0.01
Total	56900220	42826840	75.27	42826838	2	99.99	0.01

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Company Secretary

RE-APPOINTMENT OF SHRI P K KHAITAN "AS DIRECTOR"

(Item No.3)

"RESOLVED that Shri P. K. Khaitan who retires by rotation under Article No.99 of the Company's Articles of Association read with Section 152 of the Companies Act, 2013 and who is eligible for reappointment be and is hereby re-appointed as a Director of the Company".

As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34435	68	99.80	0.20
Total	56900220	42826840	75.27	42826772	68	99.99	0.01

APPOINTMENT OF AUDITORS:

(Item No.4)

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. V. Sankar Aiyar & Co., Chartered Accountants, (Firm registration No. 109208W) New Delhi, who have offered themselves for re-appointment be and is hereby reappointed as Auditors of the Company to hold office from conclusion of this Annual General Meeting (AGM) till the conclusion of the sixty seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket and travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

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For OCL INDIA LIMITED

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Company Secretary

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Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= $[(4)/(2)] \times 100$	% of Votes against on votes polled (7)= $[(5)/(2)] \times 100$
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34436	67	99.81	0.19
Total	56900220	42826840	75.27	42826773	67	99.99	0.01

SPECIAL BUSINESS:

APPOINTMENT OF SHRI D. N. DAVAR AS AN INDEPENDENT DIRECTOR (Item No.5)

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri D.N. Davar (Din No.:00002008), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the company to hold office for a term of five years with effect from April 1, 2014 to March 31, 2019 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director"

As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= $[(4)/(2)] \times 100$	% of Votes against on votes polled (7)= $[(5)/(2)] \times 100$
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34436	67	99.81	0.19
Total	56900220	42826840	75.27	42826773	67	99.99	0.01

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APPOINTMENT OF DR. SHEO RAJ JAIN AS AN INDEPENDENT DIRECTOR.
(Item No.6)

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Sheo Raj Jain (Din No.: 00364293), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the company to hold office for a term of five years with effect from April 1, 2014 to March 31, 2019 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director"

As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34435	68	99.80	0.20
Total	56900220	42826840	75.27	42826772	68	99.99	0.01

APPOINTMENT OF DR. R. C. VAISH AS AN INDEPENDENT DIRECTOR
(Item No.7)

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. R.C.Vaish (Din No.:01068196), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the company to hold office for a term of five years with effect from April 1, 2014 to March 31, 2019 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director"

As per the results of e-Voting and Poll the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

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[Signature]
Company Secretary

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34436	67	99.81	0.19
Total	56900220	42826840	75.27	42826773	67	99.99	0.01

APPOINTMENT OF SHRI V. P. SOOD AS AN INDEPENDENT DIRECTOR:
(Item No.8)

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri V.P. Sood (Din No.: 00092593), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the company to hold office for a term of five years with effect from April 1, 2014 to March 31, 2019 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director"

As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34436	67	99.81	0.19
Total	56900220	42826840	75.27	42826773	67	99.99	0.01

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For OCL INDIA LIMITED

Company Secretary

**APPOINTMENT OF SHRI GAURAV DALMIA AS EXECUTIVE VICE CHAIRMAN
AND MANAGING DIRECTOR LIABLE TO RETIRE BY ROTATION.**

(Item No.9)

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013 read with Schedule V, the approval of the Company be and is hereby accorded to vary the terms of appointment of Shri Gaurav Dalmia (DIN:00009639) as Executive Vice Chairman and Managing Director of the Company, by making his office liable to retire by rotation.

RESOLVED FURTHER THAT all other terms and conditions of appointment and remuneration of Shri Gaurav Dalmia as Executive Vice Chairman and Managing Director of the Company shall remain unchanged." As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311831	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34435	68	99.80	0.20
Total	56900220	42826840	75.27	42826772	68	99.99	0.01

**AUTHORISATION TO BOARD OF DIRECTORS TO BORROW MONEY ON
BEHALF OF THE COMPANY.**

(Item No.10)

"RESOLVED THAT in supersession of the earlier resolution passed at the 56th Annual General Meeting of the members of the Company held on September 09, 2006, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (corresponding to Section 293(1) (d) of the Companies Act, 1956) and all other applicable provisions, if any, (including any amendment thereto or reenactment thereof), consent be and is hereby accorded to the Board of Directors of the Company (which expression shall include any committee of the Board duly constituted/ to be constituted) to borrow, from time to time, as they may think fit, any sum or sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that aggregate of the moneys borrowed and to be borrowed and outstanding at any time shall not exceed the aggregate of the paid up capital of the Company and its free reserves by more than Rs. 1,400 Crores."

As per the results of e-Voting and Poll, the resolution was passed as a Special Resolution by requisite majority as per the following details.

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for OCL INDIA LIMITED

Company Secretary

GAURAV

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34335	168	99.51	0.49
Total	56900220	42826840	75.27	42826672	168	99.99	0.01

REMUNERATION OF COST AUDITORS.

(Item No.11)

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2015, be paid the remuneration of Rs. 1,00,000/- plus travel and other out-of pocket expenses incurred for the purpose of cost audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

As per the results of e-Voting and Poll, the resolution was passed as an Ordinary Resolution by requisite majority as per the following details.

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	158482	50.86	158482	0	100.00	0.00
Public - Others	13954734	34503	0.25	34436	67	99.81	0.19
Total	56900220	42826840	75.27	42826773	67	99.99	0.01

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For OCL INDIA LIMITED

Company Secretary

10. PASSING OF RESOLUTIONS BY POSTAL BALLOT

The Chairman informed the members present at meeting that the Company pursuant to Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014, had issued a notice seeking the consent of the members of the Company for the following Special Resolution to be passed through Postal Ballot as specified in the notice dated 24th July 2014 read with the Explanatory Statement attached thereto.

"RESOLVED THAT pursuant to Section 180(1) (a) of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of the Ordinary Resolution passed through Postal Ballot on September 17, 2012, consent, authority and approval of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall include any committee of the Board duly constituted/to be constituted) to create mortgage(s) and/or charge(s) and/or such other security as agreed/may be agreed, in such form as Directors may decide, on such assets of the Company, both present and future, as may be considered necessary by them, for the purpose of securing term loans, debenture(s), working capital finances or any other instrument aggregating, in all, not more than Rs. 2,500 Crores together with interest thereon, remuneration of debenture trustees and all such other amounts as may be payable in respect of the said term loans/debentures/ working capital finances to and in favour of the financial institutions/banks/debenture trustees/other lenders".

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalize with the financial institutions/ banks/ debenture trustees/other lenders, documents and terms for creating mortgage(s) and/or charge(s) as aforesaid and to do all such acts and things as may be necessary for giving effect to the above Resolution".

The Company had appointed Shri Mohan Ram Goenka, Partner, MR & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in fair and transparent manner. The Company had also appointed National Securities Depositories Limited (NSDL) to provide e-voting facility to its members. The last date for receipt of the Postal Ballot Forms duly completed from the members/e-Voting was 10th September 2014.

The Scrutinizer had submitted his report on the postal ballot on 13th September 2014 and based on the Scrutinizer's Report and pursuant to Clause 35A of the Listing Agreement, the following results were declared by Shri D. D. Atal, Chief Executive Officer and Whole Time Director and Chairman of the 64th Annual General Meeting held on 13th September 2014 at the Registered Office of the Company.

3 Members
105:44

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For OSH PAPER LIMITED

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CHAIRMAN'S
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DAAL

Company Secretary

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
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	311631	0	0.00	0	0	0.00	0.00
Public - Others	13954734	72740	0.52	70239	2501	96.56	3.44
Total	56900220	42706595	75.06	42704094	2501	99.99	0.01

Accordingly, the Special resolution set out in the notice dated July 24, 2014, stands duly passed with requisite majority.

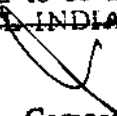
There being no other items of business to be transacted, the meeting terminated with a vote of thanks to the Chair.

Place: Rajgangpur
Date: 6/10/2014


(DAMODAR DAS ATAL)
CHAIRMAN OF THE MEETING

CHAIRMAN'S
INITIAL

Certified to be true copy:
For OCE INDIA LIMITED


Company Secretary