

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through Remote E-Voting and Ballot Form)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Sixty Fifth Annual General Meeting of the Equity shareholders of **OCL India Limited**, held on Friday, the **18th day of September, 2015** at the Company's Rest House at Rajgangpur - 770017 (District Sundargarh, Odisha State)

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 (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement.
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 remote e-voting and Ballot Form and for the resolutions proposed in the Notice of Sixty Fifth Annual General Meeting of the equity shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through remote e-voting and Ballot Form at the venue of AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolution proposed in the Notice of the Sixty Fifth AGM 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 ballot forms at the venue of Annual General Meeting in respect of the resolutions considered at the Sixty Fifth Annual General Meeting of the shareholders of the Company.

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3. In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the remote e-voting facility was kept open from **Tuesday, 15th September, 2015 at 9:00 A.M. IST, to Thursday, 17th September, 2015 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. 11th September, 2015** were entitled to vote on the resolutions. (Item No. 1 to Item No. 14) as set out in the notice of Sixty Fifth AGM of the Company.
5. At the end of the voting period on **Thursday, 17th September, 2015 at 5:00 P.M. IST**, the voting portal of the service provider was blocked forthwith.
6. The votes cast were unblocked on 18.09.2015 in the presence of two witnesses Gagan Gulati and B K Bhartia who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Gagan Gulati


B K Bhartia
7. 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.

The brief analysis of the results of the voting through Remote e-voting and Ballot Form are as under:



Item No. 1 - Ordinary Resolution:

Consideration and Adoption of the (a) Standalone Financial Statements for the Financial Year ended March 31, 2015 and the Reports of the Auditors' and the Board of Directors' thereon; and (b) Consolidated Financial Statements for the Financial Year ended March 31, 2015 and the Report of the Auditors' thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 2 - Ordinary Resolution:

Declaration of dividend for the financial year ended 31st March, 2015 on the Equity Shares of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 3 - Ordinary Resolution:

Appointment of a Director in place of Shri Gaurav Dalmia (holding DIN 00009639) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	6	42479402	64	28691	70	42508093	99.42 (approx.)
Dissent	11	247459	0	0	11	247459	0.58 (approx.)
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 4 - Ordinary Resolution:

Ratification of appointment and remuneration payable to M/s V. Sankar Aiyar & Co., the Statutory Auditors of the Company for the Financial Year 2015-16.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 5 - Ordinary Resolution:

Appointment of Mr. P. K Khaitan [holding DIN 00004821], Chairman of the Company, as an Independent Director.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 6 – Ordinary Resolution:

Appointment of Mrs. Sudha Pillai (holding DIN 02263950), an Additional Director of the company as an Independent Director.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-



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Item No. 7 – Special Resolution:

Appointment of Mr. Puneet Yadu Dalmia (holding DIN 00022633) as the Managing Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	6	42479402	64	28691	70	42508093	99.42 (approx.)
Dissent	11	247459	0	0	11	247459	0.58 (approx.)
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 8 – Ordinary Resolution:

Appointment of Mr. Mahendra Singhi (holding DIN 00243835), an Additional Director, as the Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 9 – Ordinary Resolution:

Appointment of Mr. Mahendra Singhi (holding DIN 00243835), an Additional Director of the Company as the Chief Executive Officer and the Whole Time Director in the category of Key Managerial Personnel.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 10 – Ordinary Resolution:

Appointment of Mr. Amandeep (holding DIN 00226905), an Additional Director, as the Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 11 – Special Resolution:

Appointment of Mr. Amandeep (holding DIN 00226905), Chief Executive Officer – Cement Division, as the Whole Time Director and Chief Executive Officer – Cement Division.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 12 – Ordinary Resolution:

Appointment of Mr. Gautam Dalmia (holding DIN 00009758), an Additional Director, as the Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	6	42479402	64	28691	70	42508093	99.42 (approx.)
Dissent	11	247459	0	0	11	247459	0.58 (approx.)
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 13 – Ordinary Resolution:

Appointment of Mr. Jayesh Doshi (holding DIN 00017963), an Additional Director, as the Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 14 – Ordinary Resolution:

Appointment and fixation of remuneration payable to M/s. R. J. Goel & Co., Cost Accountants, the Cost Auditors for financial year 2015-16.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	17	42726861	64	28691	81	42755552	100
Dissent	0	0	0	0	0	0	0
Total	17	42726861	64	28691	81	42755552	100
Abstain / Invalid	0	0	0	0	0	0	-



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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 ballot form and remote 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 of the AGM.

Thanking You,
Yours Faithfully,

Mohan Ram Goenka

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



Place: *Raigangpur*
Date: *18th September 2015*

Countersigned by:

V. P. Sood

(CHAIRMAN OF THE MEETING)

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