



ND/CS/SE/1001 September 19, 2017

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

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

Subject – Proceedings of Annual General Meeting cum voting results pursuant to Regulations 30(6) and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 67th Annual General Meeting of the Company was held today, September 19, 2017 and all the items of agenda included in the Notice of the Annual General Meeting dated May 10, 2017 have been resolved with requisite majority.

The shareholders were provided with the facility to cast their vote electronically through remote e-voting services provided by NSDL or by use of Ballot Papers at the Annual General Meeting.

The e-voting facility was made available to all the persons who were members of the Company as on the cut-off date, i.e., September 12, 2017. The e-voting had commenced on Saturday, September 16, 2017 (09:00 a.m. IST) and ended on Monday, September 18, 2017 (05:00 p.m. IST).

Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, was 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 Annual General Meeting in a fair and transparent manner.



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

The brief details of agenda items and voting results thereof alongwith Scrutinizer's report are attached herewith. The same are also displayed at the registered office and posted on the Company's website www.oclindiaLtd.in.

Thanking you.

For **OCL India Limited**



A circular blue stamp of OCL India Limited is visible. The text inside the stamp includes 'OCL India Limited', '15th Floor, Haryana Building, 14, T. Naraina Road, New Delhi - 110028'. A handwritten signature in blue ink is written across the stamp.

Rachna Goria

General Manager (Legal) & Company Secretary

Enclosures: As above.

VOTING RESULTS

Date of Annual General Meeting	September 19, 2017	
Total number of shareholders on cut-off date	11,109	
No. of shareholders present in the meeting either in person or through proxy:	Present in Person	Present through Proxy
• Promoters and Promoter Group	0	2
• Public Institutions	0	1
• Public others	39	14
No. of shareholders attended the meeting through Video Conferencing:	Nil	
• Promoters and Promoter Group:		
• Public Institutions:		
• Public others:		

Agenda – wise disclosure

No. 1 – Adoption of the audited standalone Financial Statements for the financial year ended March 31, 2017, including the reports of the Board of Directors and Auditors thereon and audited Consolidated Financial Statements for the financial year ended March 31, 2017 including the report of the Auditors thereon.

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

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42610522	42479273	99.69	42479273	0	100.00	0.00
	Poll		131249	0.31	131249	0	100.00	0.00
	Total	42610522	42610522	100.00	42610522	0	100.00	0.00
Public Institutions	E-voting	1108517	953558	86.02	953558	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	1108517	953558	86.02	953558	0	100.00	0.00
Public Non Institutions	E-voting	13181181	1850508	14.04	1850508	0	100.00	0.00
	Poll		3330	0.03	3330	0	100.00	0.00
	Total	13181181	1853838	14.06	1853838	0	100.00	0.00
Total		56900220	45417918	79.82	45417918	0	100.00	0.00



No. 2 – Declaration of dividend of Rs.5/- (250%) per equity share of Rs.2/-each of the Company.

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

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes on polled outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42610522	42479273	99.69	42479273	0	100.00	0.00
	Poll		131249	0.31	131249	0	100.00	0.00
	Total	42610522	42610522	100.00	42610522	0	100.00	0.00
Public Institutions	E-voting	1108517	953558	86.02	953558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	1108517	953558	86.02	953558	0	100.00	0.00
Public Non Institutions	E-voting	13181181	1850508	14.04	1850508	0	100.00	0.00
	Poll		3330	0.03	3330	0	100.00	0.00
	Total	13181181	1853838	14.06	1853838	0	100.00	0.00
Total		56900220	45417918	79.82	45417918	0	100.00	0.00

No. 3 – Appointment of Director in place of Shri Gautam Dalmia, who retires by rotation and being eligible, offers himself for re-appointment.

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

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes on polled outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42610522	42479273	99.69	42479273	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	42610522	42479273	99.69	42479273	0	100.00	0.00
Public Institutions	E-voting	1108517	953558	86.02	561946	391612	58.93	41.07
	Poll		0	0.00	0	0	0.00	0.00
	Total	1108517	953558	86.02	561946	391612	58.93	41.07
Public Non Institutions	E-voting	13181181	1850503	14.04	1848393	2110	99.89	0.11
	Poll		3330	0.03	3330	0	100.00	0.00
	Total	13181181	1853833	14.06	1851723	2110	99.89	0.11
Total		56900220	45286664	79.59	44892942	393722	99.13	0.87



No. 4 – Appointment of M/s. S. S. Kothari & Co., Chartered Accountants (FRN 000756N) as Statutory Auditors of the Company in place of the retiring Statutory Auditor M/s. V Sankar Aiyer & Co., Chartered Accountants (FRN 109208) for five consecutive years at such remuneration as may be fixed by the Audit Committee within the overall limit of Rs.50 Lakh besides reimbursement of actual out of pocket expenses.

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

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42610522	42479273	99.69	42479273	0	100.00	0.00
	Poll		131249	0.31	131249	0	100.00	0.00
	Total	42610522	42610522	100.00	42610522	0	100.00	0.00
Public Institutions	E-voting	1108517	953558	86.02	953558	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	1108517	953558	86.02	953558	0	100.00	0.00
Public Non Institutions	E-voting	13181181	1850508	14.04	1850508	0	100.00	0.00
	Poll		3330	0.03	3330	0	100.00	0.00
	Total	13181181	1853838	14.06	1853838	0	100.00	0.00
Total		56900220	45417918	79.82	45417918	0	100.00	0.00

No. 5 - Ratification and approval of remuneration at Rs.1,50,000/- of M/s. R.J.Goel & Co., Cost Accountants (FRN 000026) for the financial year ending March 31, 2018.

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

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42610522	42479273	99.69	42479273	0	100.00	0.00
	Poll		131249	0.31	131249	0	100.00	0.00
	Total	42610522	42610522	100.00	42610522	0	100.00	0.00
Public Institutions	E-voting	1108517	953558	86.02	953558	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	1108517	953558	86.02	953558	0	100.00	0.00
Public Non Institutions	E-voting	13181181	1850508	14.04	1850508	0	100.00	0.00
	Poll		3330	0.03	3330	0	100.00	0.00
	Total	13181181	1853838	14.06	1853838	0	100.00	0.00
Total		56900220	45417918	79.82	45417918	0	100.00	0.00



No. 6 - Approval of additional entitlement and eligibility of Shri Amandeep, Whole Time Director of the Company, to exercise the Employee Stock Options.

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

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42610522	42479273	99.69	42479273	0	100.00	0.00
	Poll		131249	0.31	131249	0	100.00	0.00
	Total	42610522	42610522	100.00	42610522	0	100.00	0.00
Public Institutions	E-voting	1108517	739318	66.69	739318	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	1108517	739318	66.69	739318	0	100.00	0.00
Public Non Institutions	E-voting	13181181	1850508	14.04	1850503	5	100.00	0.00
	Poll		3330	0.03	3330	0	100.00	0.00
	Total	13181181	1853838	14.06	1853833	5	100.00	0.00
Total		56900220	45203678	79.44	45203673	5	100.00	0.00

No. 7 - Approval to the transactions entered/to be entered into into by the Company with Dalmia Cement East Limited during the financial year 2016-17 and 2017-18.

Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the agenda/resolution	Promoter / Promoter group abstained from voting in terms of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42610522	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	42610522	0	0.00	0	0	0.00	0.00
Public Institutions	E-voting	1108517	953558	86.02	567384	386174	59.50	40.50
	Poll		0	0.00	0	0	0	0.00
	Total	1108517	953558	86.02	567384	386174	0.00	40.50
Public Non Institutions	E-voting	13181181	1850508	14.04	1850508	0	100.00	0.00
	Poll		3330	0.03	3330	0	100.00	0.00
	Total	13181181	1853838	14.06	1853838	0	100.00	0.00
Total		56900220	2807396	4.93	2421222	386174	86.24	13.75



SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and ballot paper voting at the Annual General Meeting venue)

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 67th (Sixty-Seventh) Annual General Meeting (AGM) of the Members of **OCL India Limited** (CIN: L26942TN1949PLC117481,), held on Tuesday, 19th day of September, 2017 at the Registered Office of the Company situated at Dalmiapuram – 621651 (District Tiruchirapalli, Tamil Nadu).

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), was duly appointed as a Scrutinizer by the Board of Directors of OCL India Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and ballot paper voting at the Annual General Meeting venue under the provisions of Section 108 and 109 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue for the resolutions proposed in the Notice of 67th Annual General Meeting of the Members of the Company dated May 10th, 2017. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue is to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report on the resolutions proposed in the Notice of the 67th AGM of the Company.
3. In terms of the aforesaid Notice and as per the provisions of Section 108 and 109 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open for three days from Saturday, September 16, 2017 (09.00 A.M. IST) till Monday September 18, 2017. (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by National Securities Depository Limited (NSDL).
4. The Members holding equity shares as on the "cut-off date" i.e. September 12, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 67th Annual General Meeting. At the end of the remote e-voting period on Monday, September 18, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

Our Office :

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

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com



Mobile No.9831074332

Phone No : 2237 9517

5. After transacting the business at the meeting, the Chairman ordered for voting through ballot papers at the AGM venue for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. Immediately after the conclusion of ballot paper voting at the venue of the AGM on the 19th day of September, 2017, The locked ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. I did not find any poll paper invalid.
7. Thereafter the votes cast through remote e-voting were unblocked in the presence of Mr. R.Gururajan and Mr. Goturu Venkata Ramani, who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.



Mr. R.Gururajan



Mr. Goturu Venkata Ramani

8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> and based on votes casted by the members at the Annual General Meeting.

The brief analysis of the result of the voting through Remote e-voting and voting through ballot papers at the Annual General Meeting venue are as under:

Item No. 1 - Ordinary Resolution :

Adoption of the audited standalone Financial Statements for the financial year ended March 31, 2017, including the reports of the Board of Directors and Auditors thereon and audited Consolidated Financial Statements for the financial year ended March 31, 2017 including the report of the Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	67	45283339	55	134579	122	45417918	100
Dissent	0	0	0	0	0	0	0
Total	67	45283339	55	134579	122	45417918	100
Abstain / Invalid	0	0	0	0	--	--	-

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Phone No : 2237 9517

Item No. 2 - Ordinary Resolution :

Declaration of dividend of Rs.5/- (250%) per equity share of Rs.2/-each of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	67	45283339	55	134579	122	45417918	100
Dissent	0	0	0	0	0	0	0
Total	67	45283339	55	134579	122	45417918	100
Abstain / Invalid	0	0	0	0	--	--	-

Item No. 3 - Ordinary Resolution :

Appointment of Director in place of Shri Gautam Dalmia, who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	28	44889612	53	3330	81	44892942	99.13
Dissent	38	393722	0	0	38	393722	0.87
Total	66	45283334	53	3330	119	45286664	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 4 - Ordinary Resolution :

Appointment of M/s. S.S.Kothari & Co., Chartered Accountants (FRN 000756N) as Statutory Auditors of the Company in place of the retiring Statutory Auditor M/s. V Sankar Aiyer & Co., Chartered Accountants (FRN 109208) for five consecutive years at such remuneration as may be fixed by the Audit Committee within the overall limit of Rs.50 Lakh besides reimbursement of actual out of pocket expenses.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	67	45283339	55	134579	122	45417918	100
Dissent	0	0	0	0	0	0	0
Total	67	45283339	55	134579	122	45417918	100
Abstain / Invalid	0	0	0	0	--	--	-

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Item No. 5 - Ordinary Resolution :

Ratification and approval of remuneration at Rs. 1,50,000/- of M/s. R.J.Goel & Co., Cost Accountants (FRN 000026) for the financial year ending March 31, 2018.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	67	45283339	55	134579	122	45417918	100
Dissent	0	0	0	0	0	0	0
Total	67	45283339	55	134579	122	45417918	100
Abstain / Invalid	0	0	0	0	--	--	-

Item No. 6 - Ordinary Resolution :

Approval of additional entitlement and eligibility of Shri Amandeep, Whole Time Director of the Company, to exercise the Employee Stock Options.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	64	45069094	55	134579	119	45203673	100
Dissent	1	5	0	0	1	5	0
Total	65	45069099	55	134579	120	45203678	100
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 7 - Ordinary Resolution :

Approval to the transactions entered / to be entered into by the Company with Dalmia Cement East Limited during the financial year 2016-17 and 2017-18.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	29	2417892	53	3330	82	2421222	86.24
Dissent	36	386174	0	0	36	386174	13.76
Total	65	2804066	53	3330	118	2807396	100
*Abstain / Invalid	1	42479273	2	131249	3	42610522	--

* promoters abstain from voting on the resolution.

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MR & Associates

Company Secretaries

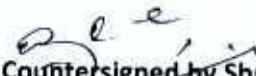
9. Based on the foregoing, the resolution no.(s) 1 to 7 shall be deemed to have been passed with the requisite majority.
10. All the relevant records relating to the voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,



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

Place : Dalmiapuram
Date: September 19, 2017



Countersigned by Shri V.P.Sood,
Chairman of Annual General Meeting

Our Office :
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