#### **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.oclindialtd.in

BOMBAY STOCK EXCHANGE LIMITED.
THE CORPORATE RELATIONSHIP DEPARTMENT
1ST FLOOR, NEW TRADING RING, ROTUNDA BUILDING,
PHIROZE JEEJEEBHOY TOWERS, DALAL STREET, FORT
MUMBAI – 400 001
Email. Corp.relations@bseindia.com
FAX NO. (022 – 22723121 / 22722037 / 22722039)

NATIONAL STOCK EXCHANGE OF INDIA LIMITED REGD. OFFICE:EXCHANGE PLAZA BANDRA – KURAL COMPLEX, BANDRA (E) MUMBAI – 400 051 Email. cmlist@nse.co.in FAX NO. (022 – 26598237/26598238)

NATIONAL SECURITIES DEPOSITORY LIMITED 5<sup>TH</sup> FLOOR, TRADE WORLD, KAMAL MILLS COMPUND SENAPATI BAPAT MARG LOWER PAREL, MUMBAI-400013 FAX. 022-2497, 2293/2497 6351

Sub:- Submission of voting results pursuant to Clause 35A of the Listing agreement.

Dear Sir/Madam,

Pursuant to Clause 35A of the Listing Agreement, following are the details regarding voting results of the 65th Annual General Meeting of OCL India Limited

Date of the AGM :	18th September, 2015
Total number of shareholders on Cut-off Date	9458
No. of Shareholders present in the meeting either in person or through proxy*	
Promoters and Promoter Group	0
Public	72 (59 Members present in person and 13 proxies representing members)
No. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Agenda wise details of voting results and the Scrutinizer's Report thereon are attached herewith For OCL India Limited

17th Floor,
Rachae Goriahamba,

SDIAL

GM (Legal) & Company Secretary

End. As above



18th September 2015.

## OCL India Limited

Date of the AGM: 18th September, 2015

Total number of shareholders on Cut-off Date (11  $^{th}$  September, 2015) : 9458

No. of Shareholders present in the meeting either in person or through proxy\*: (\* Based on shareholders registering attendance)

**Promoters and Promoter Group** 

**Public Institution** 

72

No. of Shareholders attended the meeting through Video Conferencing:

**Promoters and Promoter Group** 

: Not Applicable : Not Applicable

# Details of Agenda:

Resolution required (Ordinary) Resolution No : 1 - Adoption of Standalone & Consolidated Financial Statements for the year ended 31st March, 2015 and Auditors' and Directors' Report thereon

Promoter and Promoter Group Public - Institutional holders Public -Others Total	Public -Others 13896042 28  Total (B) 56900220 28  Mode of voting ( A+B ) : Remote e-voting & Ballot ( Consolidated )	Mode of voting: (Ballot Form)  Promoter and Promoter Group  Public - Institutional holders	Promoter and Promoter Group Public - Institutional holders Public -Others Total (A)	Promoter/Public  Mode of voting: (Remote e-voting)
42610522 393656 13896042 <b>56900220</b>	13896042 56900220 ting & Ballot ( Cc	42610522 393656	42610522 393656 13896042 56900220	No.of shares held (1)
42479273 1969 274310 <b>4275555</b>	28691 <b>28691</b> Insolidated )	0	42479273 1969 245619 <b>42726861</b>	No.of votes polled (2)
99.69 0.50 1.97 <b>75.14</b>	0.21 <b>0.05</b>	0.00	99.69 0.50 1.77 <b>75.09</b>	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
42479273 1969 274310 <b>4275555</b> 2	28691 <b>28691</b>	0	42479273 1969 245619 <b>42726861</b>	No.of Votes - in favour (4)
<b>o</b> o o	<b>0</b>	0 0	<b>0</b> 0 0	No.of Votes against (5)
100.00 100.00 100.00 <b>100.00</b>	100.00 <b>100.00</b>	0.00	100.00 100.00 100.00 <b>100.0</b> 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
0.00 0.00 <b>0.00</b>	0.00 <b>0.00</b>	0.00	0.00 0.00 0.00 <b>0.00</b>	% of Votes against on votes polled (7)=[(5)/(2)]*100



Resolution No : 2 - Declaration of dividend at the rate of Rs.4/- (200%) per paid up equity share Resolution required (Ordinary)

Promoter and Promoter Group Public - Institutional holders Public -Others Total	Promoter and Promoter Group Public - Institutional holders Public -Others Total (B)  Mode of voting ( A+B ) : Remote e-voting & Ballot ( Consolidated )	Promoter and Promoter Group Public - Institutional holders Public -Others Total (A) Mode of voting: (Ballot Form)	Promoter/Public  Mode of voting: (Remote e-voting)
42610522 393656 13896042 56900220	42610522 393656 13896042 56900220	42610522 393656 13896042 56900220	No.of shares held (1)
42479273 1969 274310 <b>4275555</b>	0 0 28691 28691 nsolidated )	42479273 1969 245619 <b>42726</b> 861	No.of votes polled (2)
99,69 0.50 1.97 <b>75.14</b>	0.00 0.00 0.21 <b>0.05</b>	99.69 0.50 1.77 <b>75.0</b> 9	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
42479273 1969 274310 42755552	0 0 0 28691 28691	42479273 1969 245619 <b>42726861</b>	No.of Votes - in favour (4)
• • • •	• • • •	0 0 0 0	No.of Votes against (5)
100.00 100.00 100.00	0.00 0.00 100.00 100.00	100.00 100.00 100.00 100.00	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
0.00 0.00 0.00	0.00 0.00 0.00	0.00 0.00 0.00	% of Votes against on votes polled (7)=[(5)/(2)]*100



Resolution No: 3 - Re-appointment of Shri Gaurav Dalmia as Director who retires by rotation Resolution required (Ordinary)

<b>4</b> 9 9 9	2 4000	<b>7</b> - 1 7 7 7	2 7 70 70
Promoter and Promoter Group Public - Institutional holders Public -Others <b>Total</b>	Promoter and Promoter Group  42610522  Public - Institutional holders  Public -Others  13896042  Total (B)  Mode of voting ( A+B ): Remote e-voting & Ballot ( Consolidated )	Promoter and Promoter Group Public - Institutional holders Public -Others Total (A) Mode of voting : (Ballot Form)	Resolution required (Ordinary) Promoter/Public  Mode of voting: (Remote e-voting)
42610522 393656 13896042 <b>56900220</b>	42610522 393656 13896042 56900220 ing & Ballot ( Co	42610522 393656 13896042 <b>56900220</b>	No.of shares held (1)
42479273 1969 274310 <b>42755552</b>	0 0 28691 <b>28691</b> nsolidated)	42479273 1969 245619 <b>42726861</b>	No.of votes polled (2)
99.69 0.50 1.97 9	0.00 0.00 0.21 <b>0.05</b>	99.69 0.50 1.77 <b>75.09</b>	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
42479273 0 0 7 28820 4 42508093	0 0 0 1 1 28691 5 28691	42479273 0 0 129 42479402	No.of Votes - in favour (4)
0 1969 1969 245490 <b>247459</b>	• • • •	0 1969 245490 247459	No.of Votes against (5)
100.00 0.00 10.51 <b>99.42</b>	0.00 0.00 100.00 100.00	100.00 0.00 0.05 <b>99.42</b>	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
0.00 100.00 89.49 <b>0.58</b>	0.00 0.00 0.00 <b>0.00</b>	0.00 100.00 99.95 <b>0.58</b>	% of Votes against on votes polled (7)=[(5)/(2)]*100



Resolution required (Ordinary) Resolution No: 4 - Ratification of appointment of M/s V Sankar Aiyar & Co., Chartered Accountants, as Statutory Auditors and to fix their remuneration

Promoter and Promoter Group Public - Institutional holders Public -Others <b>Total</b>	Promoter and Promoter Group       42610522         Public - Institutional holders       393556         Public - Others       13896042       286         Total (B)       56900220       286         Mode of voting ( A+B ) : Remote e-voting & Ballot ( Consolidated )	Promoter and Promoter Group Public - Institutional holders Public -Others Total (A) Mode of voting : (Ballot Form)	Promoter/Public  Mode of voting: (Remote e-voting)
42610522 393656 13896042 56900220	42610522 393656 13896042 56900220 ting & Ballot ( Cc	42610522 393656 13896042 56900220	No.of shares held (1)
42479273 1969 274310 <b>4275555</b>	0 0 28691 28691	42479273 1969 245619 <b>4272686</b> 1	No.of votes polled (2)
9 99.69 9 0.50 0 1.97 2 75.14	0.00 0.00 0.00 0.21 0.05	99.69 0.50 1.77	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
69 42479273 50 1969 97 274310 14 42755552	00 0 00 0 21 28691 05 28691	59 42479273 50 1969 77 245619 09 <b>42726861</b>	No.of Votes - in favour (4)
173 169 110	0 0 991	73 69 119	No.of Votes against (5)
0 100.00 0 100.00 0 100.00	0 0.00 0 100.00 0 100.00	0 100.00 0 100.00 0 100.00	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
<b>6</b> 0 0 0	8 8 8 8	90 90 90	% of Votes against on votes polled (7)=[(5)/(2)]*100
0.00 0.00 0.00 <b>0.00</b>	0.00 0.00 0.00	0.00 0.00 0.00	ainst on led  *100



Resolution No : 5 - Appointment of Shri P K Khaitan (DIN No.00004821) as an Independent Director, not liable to retire by rotation Resolution required (Ordinary)

Promoter/Public  Mode of voting: (Remote e-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
	4000					
Promoter and Promoter Group  Public - Institutional holders	42610522 393656	42479273 5 1969		42479273 1969	0 0	100.00
Public -Others	13896042	2	1.77	2	0	100.00
Total (A)	56900220	) 42726861	75.09	4.		100.00
Mode of voting: (Ballot Form)						
Promoter and Promoter Group	42610522	0	0.00	0	0	0.00
Public - Institutional holders	393656	0	0.00	0	-	0.00
Public -Others	13896042	2 28691	0.21	28691	-	100.00
Total (B)	56900220	28691		28691		100.00
Mode of voting (A+B): Remote e-voting & Ballot (Consolidated)	oting & Ballot ( C	onsolidated )				
Promoter and Promoter Group	42610522	2 42479273	99.69	42479273	0	100.00
Public - Institutional holders	393656					100.00
Public -Others	13896042	2 274310	1.97	274310		100.00
Total	56900220	4275555				10000



Resolution No : 6 - Appointment of Smt.Sudha Pillai as an Independent Director, not liable to retire by rotation Resolution required (Ordinary)

Mode of voting (A+B): Remote e-voting & Ballot (Consolidated)Promoter and Promoter Group42610522424Public - Institutional holders393656Public -Others138960422Total56900220427	Mode of voting: (Ballot Form)  Promoter and Promoter Group Public - Institutional holders Public -Others  Total (B)	Mode of voting: (Remote e-voting) Promoter and Promoter Group Public - Institutional holders Public -Others Total (A)	Promoter/Public
oting & Ballot ( Cc 42610522 393656 13896042 56900220	42610522 393656 13896042 56900220	42610522 393656 13896042 <b>56900220</b>	No.of shares held (1)
nsolidated ) 42479273 1969 274310 42755552	0 0 28691 <b>2869</b> 1	42479273 1969 245619 <b>42726861</b>	No.of votes polled (2)
99.69 9 0.50 0 1.97	0.00 0.00 0.00 0.00 0.00	99.69 9 0.50 1.77	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
59 42479273 50 1969 97 274310	00 0 00 0 21 28691	59 42479273 50 1969 77 245619	No.of Votes - in favour (4)
73 69 10	0 0 91	73 69 61	No.of Votes against (5)
0 100.00 0 100.00 0 100.00 0 100.00	0 0.00 0 0.00 0 100.00	0 100.00 0 100.00 0 100.00	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
0.00 0 0.00 0 0.00	0.00 0.00 0.00	0.00 0.00 0.00	% of Votes against on votes polled (7)=[(5)/(2)]*100



 $Resolution\ No: 7-Appointment\ of\ Shri\ Pune et\ Yadu\ Dalmia\ as\ Managing\ Director,\ not\ liable\ to\ retire\ by\ rotation\ Resolution\ required\ (Special)$ 

Promoter and Promoter Group 42610522 Public - Institutional holders 393656 Public - Others 13896042 Total 56900220	Promoter and Promoter Group 42610522 Public - Institutional holders 393656 Public -Others 13896042 Total (B) 56900220	Mode of voting: (Remote e-voting)  Promoter and Promoter Group  Public - Institutional holders  Public - Others  Total (A)  Mode of voting: (Ballot Form)  Mode of voting: (Ballot Form)	Promoter/Public No.of shares N held (1)
42479273	0	42479273	No.of votes polled (2)
1969	0	1969	
274310	28691	245619	
<b>4275555</b>	<b>28691</b>	<b>42726861</b>	
99,69	0.00	99.69	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
0.50	0.00	0.50	
1.97	0.21	1.77	
<b>75.14</b>	<b>0.05</b>	<b>75.09</b>	
42479273	0	42479273	No.of Votes - in favour (4)
0	0	0	
28820	28691	129	
42508093	<b>28691</b>	42479402	
0 1969 245490 <b>247459</b>	• • • •	0 1969 245490 <b>24745</b> 9	No.of Votes against (5)
100.00 0.00 10.51 <b>99.42</b>	0.00 0.00 100.00	100.00 0.00 0.05 99.42	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
0.00	0.00	0.00	% of Votes against on votes polled (7)=[(5)/(2)]*100
100.00	0.00	100.00	
89.49	0.00	99.95	
<b>0.58</b>	<b>0.00</b>	<b>0.58</b>	



Resolution No : 8 - Appointment of Shri Mahendra Singhi (DIN No. 00243835) as Director, not liable to retire by rotation Resolution required (Ordinary)

Promoter and Promoter Group Public - Institutional holders Public -Others Total	Promoter and Promoter Group  Public - Institutional holders  Public - Others  Total (B)  Mode of voting ( A+B ): Remote e-voting & Ballot ( Consolidated )	Promoter and Promoter Group Public - Institutional holders Public -Others Total (A) Mode of voting : (Ballot Form)	Promoter/Public  Mode of voting : (Remote e-voting)
42610522 393656 13896042 <b>56900220</b>	42610522 393656 13896042 56900220	42610522 393656 13896042 56900220	No.of shares held (1)
42479273 1969 274310 <b>4275555</b> 2	0 0 28691 28691 28691	42479273 1969 245619 <b>427268</b> 61	No.of votes polled (2)
99.69 0.50 1.97 <b>75.14</b>	0.00 0.00 0.21 <b>0.05</b>	99.69 0.50 1.77 75.09	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
42479273 1969 274310 <b>4275555</b>	0 0 28691 <b>2869</b> 1	42479273 1969 245619 <b>4272</b> 8861	No.of Votes - in favour (4)
		0.000	No.of Votes against (5)
100.00 100.00 100.00 100.00	0.00 0.00 0.00 0.00.00	100.00 100.00 100.00	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
0.00 0.00 0.00 <b>0.00</b>	0.00 0.00 <b>0.00</b>	0.00 0.00 0.00 <b>0.00</b>	% of Votes against on votes polled (7)=[(5)/(2)]*100



Resolution No: 9 - Appointment of Shri Mahendra Singhi as Chief Executive Officer and Whole Time Director in the category of Key Managerial Personnel, not liable to retire by rotation
Resolution required (Ordinary)

Mode of voting (A+B): Remote e-voting & Ballot (Consolidated)  Promoter and Promoter Group 42610522 424  Public - Institutional holders 393656  Public - Others 13896042 2  Total 56900220 427	Mode of voting: (Ballot Form)  Promoter and Promoter Group  Public - Institutional holders  Public -Others  Total (B)	Mode of voting: (Remote e-voting)  Promoter and Promoter Group  Public - Institutional holders  Public -Others  Total (A)	Promoter/Public
ting & Ballot ( Co 42610522 393656 13896042 56900220	42610522 393656 13896042 56900220	42610522 393656 13896042 56900220	No.of shares held (1)
1969 274310 42755552	0 0 28691 <b>2869</b> 1	42479273 1969 245619 <b>42726861</b>	No.of votes polled % of Votes Polled (2) on outstanding shares (3) = [(2)/(1)]*100
99.69 0.50 1.97	0.00 0.00 0.21 <b>0.05</b>	99.69 0.50 1.77 <b>75.09</b>	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
9 42479273 0 1969 7 274310	0 0 0 1 1 28691	42479273 1969 7 245619	No.of Votes - in favour (4)
<b>NO 0 0</b>			No.of Votes against (5)
0 100.00 0 100.00 0 100.00	0 0.00 0 0.00 0 100.00 0 100.00	0 100.00 0 100.00 0 100.00 0 100.00	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
		3 3 3 3	% of Votes against on votes polled (7)=[(5)/(2)]*100
0.00 0.00 0.00 <b>0.00</b>	0.00 0.00 0.00	0.00 0.00 0.00	st on



 $Resolution\ No: 10-Appointment\ of\ Shri\ Amandeep\ (DIN\ No.\ 00226905)\ as\ Director,\ liable\ to\ retire\ by\ rotation\ Resolution\ required\ (Ordinary)$ 

Promoter and Promoter Group Public - Institutional holders Public -Others	Promoter and Promoter Group 42610522 Public - Institutional holders 393656 Public - Others 13896042  Total (B) 56900220  Mode of votine ( A+B ) : Remote e-votine & Ballot ( Consolidated )	Promoter and Promoter Group Public - Institutional holders Public - Others Total (A)  Mode of voting : (Ballot Form)	Promoter/Public  Mode of voting: (Remote e-voting)
42610522 393656 13896042 56900220	42610522 393656 13896042 56900220	42610522 393656 13896042 56900220	No.of shares held (1)
42479273 1969 274310 <b>4275555</b>	0 0 28691 28691	42479273 1969 245619 <b>4272686</b> 1	No.of votes polled (2)
3 99.69 9 0.50 0 1.97 2 75.14	0.00 0 0.00 0 0.21 <b>0 0.05</b>	99.69 0.50 1.77 1.75.09	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
9 42479273 0 1969 7 274310 4 42755552	0 0 0 0 28691 5 <b>28691</b>	9 42479273 0 1969 7 245619 9 42726861	No.of Votes - in favour (4)
2	0 0 0	0000	No.of Votes against (5)
100.00 100.00 100.00	0.00 0.00 100.00 <b>100.0</b> 0	100.00 100.00 100.00	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
0.00	0.00 0.00 0.00 0.00	0.00 0.00 0.00 <b>0.00</b>	% of Votes against on votes polled (7)=[(5)/(2)]*100



Resolution No: 11 - Appointment of Shri Amandeep as Whole Time Director and Chief Executive Officer – Cement Devision, liable to retire by rotation Resolution required (Special)

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
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	42610522	42479273	99.69	42479273	0	100.00	0.00
Public - Institutional holders	393656	1969	0.50	1969	0	100.00	0.00
Public -Others	13896042		1.77	245619	0	100.00	0.00
Total (A)	56900220	42726861	75.09	42726861	0	100.00	0.00
Mode of voting: (Ballot Form)							
Promoter and Promoter Group	42610522	0	0.00	0	0	0.00	0.00
Public - Institutional holders	393656	0	0.00	0	0	0.00	0.00
Public -Others	13896042	28691	0.21	28691	0	100.00	0.00
Total (B)	56900220	28691	0.05	28691	0	100.00	0.00
Mode of voting (A+B): Remote e-voting & Ballot (Consolidated)	ting & Ballot ( Co	onsolidated )					
Promoter and Promoter Group	42610522	42479273	99.69	42479273	0	100.00	0.00
Public - Institutional holders	393656	1969	0.50	1969	0	100.00	0.00
Public -Others	13896042	274310	1.97	274310	0	100.00	0.00
Total	56900220	42755552	75.14	42755552	0	100.00	0.00



Resolution No : 12 - Appointment of Shri Gautam Dalmia (DIN No. 00009758) as Director, liable to retire by rotation Resolution required (Ordinary)

Promoter and Promoter Group	Promoter and Promoter Group Public - Institutional holders Public - Others Total (A) Mode of voting : (Ballot Form)	Promoter/Public  Mode of voting: (Remote e-voting)	Public - Institutional holders 393656 199 0.50  Public - Others 13896042 274310 1.97 288:  Total 56900220 42755552 75.14 4250805  Resolution No : 13 - Appointment of Shri Jayesh Doshi (DIN No. 00017963) as Director, liable to retire by rotation Resolution required (Ordinary)	Promoter and Promoter Group  Promoter and Promoter Group  42610522  Applic - Others  13896042  56900220  56900220  Mode of voting ( A+B ) : Remote e-voting & Ballot ( Consolidated )	Total (A)  Mode of voting: (Ballot Form)  Promoter and Promoter Group	Mode of voting: (Remote e-voting) Promoter and Promoter Group Public - Institutional holders Public -Others	Promoter/Public
42610522	42610522 393656 13896042 56900220	No.of shares held (1)	13896042 138960220 13956642 56900220 nt of Shri Jayesh Doshi (Di	13896042 138960220 56900220 e e-voting & Ballot ( Conso	56900220 42610522		No.of shares held (1)
0	42479273 1969 245619 <b>42726861</b>	No.of votes polled (2)	1969 274310 42755552 N No. 00017963)	286 <b>286</b> <b>7</b> 92	<b>42726861</b> 0	42479273 1969 245619	No.of votes polled (2)
0.00	99.69 0.50 1.77 <b>75.09</b>	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	0.50 0.50 1.97 75.14 as Director, liable to 1	0.21 0.05 0.05	0.00	99.69 0.50 1.77	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100
0	42479273 1969 245619 <b>42726861</b>	No.of Votes - in favour (4)	28820 42508093 retire by rotation	28691 28691 42479273	42479402	42479273 0 129	No.of Votes - in favour (4)
0	• • • •	No.of Votes against (5)	1969 245490 <b>247459</b>	0 00	24/459 0 0	0 1969 245490	No.of Votes against (5)
0.00	100.00 100.00 100.00 100.00	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	0.00 10.51 <b>99.42</b>	100.00 100.00	0.00 0.00	100.00 0.00 0.05	% of Votes in favour on votes polled (6)=[(4)/(2)]*100
0.00	0.00 0.00 0.00	% of Votes against on votes polled (7)=[(5)/(2)]*100	100.00 89.49 <b>0.58</b>	0.00 0.00	0.00	0.00 100.00 99.95	% of Votes against on votes polled (7)=[(5)/(2)]*100



Promoter and Promoter Group Public - Institutional holders Public -Others Total	Mode of voting ( A+B ): Remote e-voting & Ballot ( Consolidated )	Promoter and Promoter Group Public - Institutional holders Public -Others Total (B)	Mode of voting : (Ballot Form)	Promoter and Promoter Group Public - Institutional holders Public -Others Total (A)	Mode of voting: (Remote e-voting)	Promoter/Public	Resolution No: 14- Ratification and approval of remuneration payable to Cost Auditors, M/s R J Goel & Co., for the Financial Year ending March 31, 2016 Resolution required (Ordinary)	Promoter and Promoter Group Public - Institutional holders Public -Others <b>Total</b>	Mode of voting (A+B): Remote e-voting & Ballot (Consolidated)	Public - Institutional holders Public -Others Total (B)
42610522 393656 13896042 <b>56900220</b>	oting & Ballot ( Conso	42610522 393656 13896042 <b>56900220</b>		42610522 393656 13896042 56900220		No.of shares No. held (1)	pproval of remunerat	42610522 393656 13896042 <b>56900220</b>	ting & Ballot ( Consol	393656 13896042 <b>56900220</b>
42479273 1969 274310 <b>42755552</b>	olidated )	0 0 28691 <b>28691</b>		42479273 1969 245619 <b>42726861</b>		No.of votes polled % (2)	tion payable to Cost	42479273 1969 274310 <b>4275552</b>	idated)	0 28691 <b>28691</b>
99.69 0.50 1.97 <b>75.14</b>		0.00 0.00 0.21 <b>0.05</b>		99.69 0.50 1.77 <b>75.09</b>		% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	t Auditors, M/s R J G	99.69 0.50 1.97 <b>75.14</b>		0.00 0.21 <b>0.05</b>
42479273 1969 274310 <b>4275552</b>		0 0 28691 <b>28691</b>		42479273 1969 245619 <b>4272</b> 6861		No.of Votes - in favour (4)	30el & Co., for the Fi	42479273 1969 274310 <b>4275552</b>		0 28691 <b>28691</b>
		0000		0000		No.of Votes against f (5) (6)	nancial Year endin	<b>o</b> o o o		000
100.00 100.00 100.00 <b>100.00</b>		0.00 0.00 100.00 <b>100.00</b>		100.00 100.00 100.00 <b>100.00</b>		% of Votes in favour on votes polled [6]=[(4)/(2)]*100	g March 31, 2016	100.00 100.00 100.00 <b>100.00</b>		0.00 100.00 <b>100.00</b>
0.00 0.00 <b>0.00</b>		0.00 0.00 0.00 <b>0.00</b>		0.00 0.00 0.00 <b>0.00</b>		% of Votes against on votes polled (7)=[(5)/(2)]*100		0.00 0.00 <b>0.00</b>		0.00 0.00 <b>0.00</b>



#### 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]

Τo,

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,

- 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 convening 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** 

Charling

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:



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#### 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		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		Percentage					
Rem		ote E-Voting	Ва	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	<u>-</u>

#### 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								
	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		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		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		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								
	Rem	ote 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 vot	es 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.

<b>Particulars</b>		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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#### <u>Item No. 10 – Ordinary Resolution:</u>

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

Particulars		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		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		Percentage					
	Remote E-Voting		Ballot Form		Total		(%)
	No.	Votes	No.	Votes	No.	Votes	1
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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Mobile No.9831074332

Phone No: 2237 9517

#### Item No. 13 - Ordinary Resolution:

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

Particulars		Percentage					
	Remo		Ва	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	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	-



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

**Practicing Company Secretary** 

C.P. No: 2551

Place: Rajgangpur Date: 18 m September 2015

**Countersigned by:** 

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