

Notice

OCL INDIA LIMITED

Regd. Office: Rajgangpur- 770 017 (District Sundargarh, Odisha State)

Tel. No.: (06624) 221212, 220121

Corporate Office: 17th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi-110001

Tel. No.: (91-11) 4363-1200 Fax: (91-11) 2373-1333

Website: www.ocl.in/www.oclindiaLtd.in

CIN No.: L26942OR1949PLC000185

E-mail: ocl_rajgangpur@ocl.in

Notice is hereby given that Sixty Forth Annual General Meeting of the Company will be held at the Company's Rest House at Rajgangpur - 770017 (District Sundargarh, Odisha State) on Saturday, the 13th day of September, 2014 at 4.30 p.m. to transact the following business:

ORDINARY BUSINESS:

(1) To consider and adopt:

- (a) the audited financial statements of the Company for the Financial Year ended March 31, 2014, the reports of the Board of Directors' and Auditors' thereon; and
- (b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2014

(2) To declare dividend on equity shares and to consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the 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."

(3) To appoint a Director in place of Shri P. K. Khaitan who is retiring by rotation and being eligible offers himself for re-appointment.

(4) To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if

any, of the Companies Act, 2013 and the rules framed thereunder, 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."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of 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"

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

"RESOLVED THAT pursuant to the provisions of Section 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”

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

“**RESOLVED THAT** pursuant to the provisions of Section 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”

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

“**RESOLVED THAT** pursuant to the provisions of Section 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”

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

“**RESOLVED THAT** pursuant to the provisions of Section 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.”

- (10) To consider and if thought fit to pass with or without modification(s) the following resolution as an Special Resolution:

“**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 re-enactment 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 ₹ 1,400 Crores.”

- (11) To consider and if thought it, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**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 ₹ 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.”

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

Place: New Delhi

(D.D. Atal)

Dated: July 24, 2014

Whole Time Director & CEO

NOTES:

- (1) The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 11 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item Nos. 5 to 8 of the Notice, are also annexed.
- (2) A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (3) Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
- (4) Members/proxies should fill in the attendance slip for attending the meeting.
- (5) The Register of Members will remain closed from September 08, 2014 to September 13, 2014 (both days inclusive).
- (6) C B Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700 019 are the Registrars & Share Transfer Agents

of the Company to handle share transfers both in physical and electronic segments and other shares related matters. The shareholders are requested to correspond with the Registrars at the above address.

- (7) You are requested to quote Folio number and in case your shares are dematerialized quote your Client ID Number and your DP ID Number in all your correspondence with the Company/Registrars for facilitating quick disposal of the letters.
- (8) Shareholders holding shares in electronic form are required to file their nomination forms with their Depository participants. Shareholders holding shares in physical form can submit their nomination forms to the Registrars at Kolkata. Nomination forms can be obtained from the Company or its Registrars at Kolkata.
- (9) Pursuant to Companies Act, 2013 and Rules made there under, shareholders holding shares in physical mode/ electronic mode are requested to please register their e-mail address and changes therein from time to time with the company/the Registrars and Share Transfer Agent of the Company, C. B. Management Services Private Limited at www.cbmsl.com/green.php and/or with the concerned depository participant and also to mention their e-mail address in all correspondence with the company so as to expedite the response and also to enable the Company send the notices of Annual General Meeting, Annual Reports and other communications/documents electronically through e-mail.
- (10) In terms of the SEBI Circular No.CIR/MRD/DP/10/2013 dated March 21, 2013, the Company is required to use any RBI (Reserve Bank of India) approved electronic mode of payment such as ECS [LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS)], NEFT, etc. for making cash payments to the investors.

Accordingly, to enable the Company comply with the above circular, you are advised to send your correct Bank account particulars (including MICR Number, IFSC Code, Account Type, etc.) to your Depository Participant (if you are holding shares in demat form) or to the Registrar and Share Transfer Agent alongwith a cancelled cheque (if you are holding shares in physical form).

In the absence of above particulars, the Company will use physical payment instruments for making cash payments and shall print your available bank account details on such payment instruments.
- (11) The securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every participant in security market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

(12) The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity.

(13) This notice is being sent to all the members whose name appear in the Register of Members/Record of Depositories as on August 01, 2014.

(14) All relevant documents/papers are open for inspection at the Registered Office/Corporate Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.

(15) In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rules framed there under, and the revised Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

(16) The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

- i. Open the e-mail and also open PDF file namely "OCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of

both. Please take utmost care to keep your password confidential.

vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

viii. Select "EVEN" (E-Voting Event Number) of OCL India Limited. Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to <mailto:goenkamohan@hotmail.com> with a copy marked to evoting@nsdl.co.in.

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

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

i. The e-voting period commences on Sunday, September 07, 2014 (9.00 a.m. IST) and ends on Tuesday, September 09, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on August 01, 2014, may cast their vote electronically. The e-voting

module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 01, 2014.
- iii. Mr. Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.oclindia ltd.in and on the website of NSDL www.evoting.nsd.com within two days of the passing of the resolutions at the Sixty Forth AGM of the Company on September 13, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

(17) As per the requirement of Clause No. 49 of the listing agreement on Corporate Governance, particulars of the Director who is eligible to be re-appointed/appointed are given below:

Shri Pradip K. Khaitan

Shri Pradip K. Khaitan has been on the Board of the Company since January 15, 1968. He is a renowned lawyer and a senior partner in M/s Khaitan & Company, Kolkata. He has varied and rich experience of several years in commercial and corporate laws, tax laws, arbitration, foreign collaboration, merger and acquisitions and restructuring and demergers besides sharp acumen in other business activities. He is a Director on the Board of several renowned and reputed companies and also a Trustee of reputed educational and charitable institutions.

His directorships and committee memberships in the other bodies corporate are as follows:

S. No.	Directorship in other companies	Membership in committees of other companies
1.	Dalmia Bharat Limited	Member - Audit Committee,
2.	Electrosteel Castings Limited	Member - Audit Committee Member - Stakeholders Relationship Committee
3.	Graphite India Limited	Nomination and Remuneration Committee - Chairman Member - Stakeholders Relationship Committee
4.	India Glycols Limited	Member - Audit Committee

Shri Pradip Kumar Khaitan holds nil share in the Company.

EXPLANATORY STATEMENT

Item 5 to 8:

Pursuant to Section 102 of the Companies Act, 2013 and as per the requirement of Clause No. 49 of the listing agreement on Corporate Governance, particulars of the Directors who are eligible to be re-appointed/appointed are given below:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Shri D. N. Davar, Dr. Sheo Raj Jain, Dr. R. C. Vaish and Shri V. P. Sood, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, every listed Public Company is required to have at least one-third of total number of directors as Independent Directors, who are not liable to retire by rotation.

Shri D. N. Davar, Dr. Sheo Raj Jain, Dr. R. C. Vaish and Shri V. P. Sood, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors from April 01, 2014 up to March 31, 2019.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

A brief profile of the Independent Directors to be appointed is given below:

Dharmender Nath Davar

He is an eminent professional, a retired banker and ex-chairman of “The Industrial Finance Corporation of India Limited”. He has vast, varied and wide experience in Finance, Banking, Corporate Laws, Commercial Activities and management of companies. He had been a part time consultant to the World Bank, United Nations Industrial Development Organisation for several years. He holds directorship in the following companies:

S. No.	Directorship in other companies	Membership in committees
1.	Adayar Gate Hotel Limited	N.A.
2.	Ansal Properties & Infrastructure Limited	Chairman - Audit Committee
3.	Cimmco Limited	Member – Audit Committee
4.	HEG Limited	Chairman - Audit Committee
5.	Hero Fincop Limited	Chairman - Audit Committee
6.	Mansingh Hotels & resorts Limited	N.A.
7.	Landmark Property Development Co. Limited	N.A.
8.	Maral Overseas Limited	Member - Audit Committee, Member -Stakeholders Relationship Committee
9.	RSWM Limited	Member - Audit Committee Member - Stakeholders Relationship Committee
10.	Sandhar Technologies Limited	N.A.
11.	Titagarh Marine Limited	N.A.
12.	Titagarh Wagons Limited	Chairman - Audit Committee

Shri D. N. Davar holds Nil shares in the Company.

Sheo Raj Jain

Dr. S. R. Jain is a Mechanical Engineer from Pilani Institute. He is the former Chairman of India’s largest steel producing company, i.e., Steel Authority of India. He was also Chairman of Coal India Limited and Heavy Engineering Corporation Limited. He was Managing Director of Bhilai Steel Plant. He has variety of experience in the business arena with specialty in steel and heavy industry. He holds directorship in the following public limited companies:

S. No.	Directorship in other companies	Membership in committees
1.	Universal Cables Limited	Chairman - Audit Committee Member – Remuneration Committee

Dr. S. R. Jain holds Nil shares in the Company

Dr. Ramesh C. Vaish

He is an eminent Chartered Accountant. He Joined the Board of the Company on January 21, 2005.

His directorships and committee memberships in the other bodies corporate are as follows:

S. No.	Directorship in other companies	Membership in committees of other companies
1.	Ansal Properties & Infrastructure Limited	Member - Audit Committee
2.	G I Power Corporation Limited	N.A.
3.	Jaiprakash Power Ventures Limited	N.A.
4.	Jaypee Infratech Limited	N.A.
5.	Omax Autos Limited	Chairman – Audit Committee Member - Remuneration Committee
6.	Roto Pumps Limited	Member – Audit Committee

Dr. R. C. Vaish holds Nil shares in the Company.

Shri V. P. Sood

Shri V. P. Sood joined the Company on 8th June 1963 and has 48 years of experience. He has rich and varied experience. He holds Masters Degree in Social work.

Shri V. P. Sood was appointed two times as a Whole Time Director of the Company with effect from April 1, 2003 for a period of five (5) years and re-appointed again as a Whole Time Director for a period of two (2) years from April 1, 2008 till March 31, 2010.

He does not hold directorship and committee membership in any other body corporate. He holds 25,700 shares in the Company.

Save and except Shri D.N. Davar, Dr. S.R. Jain, Dr. R.C. Vaish and Shri V.P. Sood, none of the Key Managerial Persons / their relatives / Directors of the Company are in, in any way concerned or interested financially or otherwise in the Resolution set out at Item no.5 to 8 of the Notice.

Item No. 9:

Section 152 of the Companies Act, 2013 enjoins upon the Company to ensure that two thirds of total number of Directors (3 directors in case of our Company excluding independent Directors) shall be those person whose period of office shall liable to determination by retirement of Directors by rotation.

Keeping in view of the provisions of the Companies Act, 2013, and subject to approval of the Members of the Company at the ensuing Annual General Meeting, the Board of Directors at their Meeting held on July 24, 2014 made a variation in terms of appointment of Shri Gaurav Dalmia, Executive Vice Chairman

and Managing Director, it is proposed that he shall now hold such office as Director liable to retire by rotation.

Shri Gaurav Dalmia holds a Bachelor Degree in Computer Science and MBA Degree with Beta Gamma Sigma Honors from Columbia University, USA.

Save and except Shri Gaurav Dalmia, none of the Key Managerial Persons / their relatives / Directors of the Company is in, in any way concerned or interested financially or otherwise in the Resolution set out at Item no.9 of the Notice. The other terms and Conditions of his appointment including remuneration shall remain unchanged.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Item No. 10:

Pursuant to Section 180(1)(c) of the Companies Act, 2013 provides that the board of Directors of the company shall only with the consent of the members by a Special Resolution, borrow money where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate to its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business(earlier it had been passed as an Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956).

The shareholders at the Annual General Meeting held on September 09, 2006, had authorized the Board of Directors of the Company to borrow moneys up to ₹ 1000 crores over and above the paid up capital and free reserves of the Company for the time being.

Keeping in view the requirement to finance various in future expansion and/or modernization projects of the Company, it is proposed to increase the limit from ₹ 1000 to ₹ 1,400 crores and accordingly approval of the members is sought by way of a Special resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013. The shareholders are requested to accord their consent for the increase.

None of the Director and key managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in passing of the resolution set out at Item No.10.

The Board commends the Resolution for approval of the members as Special Resolution.

Item No. 11:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors M/s R. J. Goel & Co., Cost Accountants, 31, Community Centre , Ashok Vihar, Phase-I, Delhi – 110052, to conduct the audit of the cost accounts relating to "Cement" maintained by the Company for the Financial Year ending March 31, 2015.

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

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

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

Place: New Delhi
Dated: July 24, 2014

(D.D. Atal)
Whole Time Director & CEO

Registered Office:

OCL India Limited
AT/P.O Rajgangpur 770 017
District Sundargarh
Odisha, India

Corporate Office:

OCL India Limited
17th Floor, Narain Manzil, 23, Barakhamba Road
New Delhi- 110 001

