

**OCL INDIA LIMITED
RAJGANGPUR-770017**

A BRIEF REPORT ON RESOLUTIONS PROPOSED AND PASSED THROUGH CONDUCT OF POSTAL BALLOT (PHYSICALLY AS WELL AS ELECTRONICALLY), SUMMARY OF SCRUTINIZER'S REPORT AND DECLARATION OF RESULTS AT THE COMPANY'S ADMINISTRATIVE BUILDING, AT: RAJGANGPUR, DISTRICT SUNDARGARH (ODISHA) ON TUESDAY, THE 10TH DAY OF MARCH 2015 AT 4.30 P.M.

Shri D. D. Atal, Chief Executive Officer and Whole Time Director, placed on the record, the notice issued pursuant to Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014, to the members seeking their consent for the following Special Resolution to be passed through Postal Ballot as specified in the notice dated 27th January 2015 read with the Explanatory Statement attached thereto.

"RESOLVED THAT PURSUANT to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"); (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 SEBI (Issue and Listing of Debt Securities)(Amendment) Notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, approval of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured/Unsecured/ Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/ undertakings/ agreements/ papers/ writings, a as may be required in this regard.

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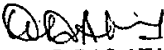
Shri Mohan Ram Goenka, Practicing Company Secretary, who was appointed as the Scrutinizer by the Board, had submitted his report on the postal ballot on 10th March 2015 to Shri D. D. Atal, Chief Executive Officer and Whole Time Director of the Company. The summary of the Scrutinizer's report was as follows:-

Particulars	No. of Shares (through E-voting) (A)	No. of Shares (through Postal Ballot) (B)	Total No. of Shares (A) + (B)	% of Total Net Valid votes (in percentage)
Total No. votes received	42733497	180791	42914288	Not Applicable
Less: No. of Invalid Vptes	0	25017	25017	
Net Valid Votes	42733497	155774	42889271	
Vptes with assent for the resolution	42731740	154854	42886594	99.994 (approx..)
Votes with dissent for the resolution	1757	920	2677	0.006 (approx..)

Shri D. D. Atal, Chief Executive Officer and Whole Time Director and of the Company based on the Scrutinizer's Report and pursuant to Clause 35A of the Listing Agreement, declared the following results at the Registered Office of the Company on 10th March 2015.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	42633855	42633855	100.00	42633855	0	100.00	0.00
Public - Institutional holders	369734	200928	54.34	200928	0	0.00	0.00
Public - Others	13896631	54488	0.39	51811	2677	95.09	4.91
Total	56900220	42889271	75.38	42886594	2677	99.99	0.01

Accordingly, the Special resolution set out in the notice dated 27th January 2015, was deemed to have been passed at the general meeting with requisite majority.


 (DAMODAR DAS ATAL)
 Chief Executive Officer and Whole Time Director

Place: Raigangpur
 Date: 11.03.2015

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