

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 91st Annual General Meeting of the Equity shareholders of the Company OCM India Limited will be held on Wednesday, 30th September, 2015 at the Registered Office of the Company at OCM Estate, G.T. Road, Chheharta, Amritsar at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:

“Resolved that the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, notes forming part thereof, the Cash Flow Statement for the year ended on that date, together with the Director’s report and the Auditor’s report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted.”

2. To consider passing the following resolution as an ordinary resolution:

“Resolved that Mr. Harvey Lawrence Tepner (DIN 06794205), Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company”

3. To consider passing the following resolution as an ordinary resolution:

“Resolved that the re-appointment of M/S B S R & Company, Chartered Accountants, Gurgaon, having Firm Registration No. 128032W allotted by The Institute of Chartered Accountants of India, as statutory auditors of the company to hold office, from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, in the second term of three years as recommended by the audit committee and approved by the Board of Directors of the company in terms of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014) on such remuneration, as may be mutually agreed upon between the Board of Directors of the company and the statutory Auditors in addition to reimbursement of service tax, travelling and out-of-pocket expenses, be and is hereby ratified.”

Corporate Office:

401, Square One Mall, C-2, District Centre,
Saket, New Delhi - 110 017.

Ph: +91-11-43119100

Website: www.ocm.in | **Email ID:** info@ocm.in | **CIN:** U17121PB1922PLC000038

Registered Office & Factory:

OCM Estate, G.T. Road, Chheharta,
Amritsar, Punjab - 143105.

Ph: +91-183-2820600

SPECIAL BUSINESS

4. To consider passing the following resolution as an ordinary resolution:

“Resolved that Mr. Venkatraman Srinivasan (Holding DIN 00246012) who was appointed as an Additional Director and who holds office up to the date of this Annual General Meeting in terms of Section 161 read with section 149 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, be and is hereby appointed as non-executive Independent Director of the company and not liable to retire by rotation.

5. To consider passing the following resolution as an ordinary resolution:

“Resolved that Ms. Manjiree S. Jaitly (Holding DIN 05222441) who was appointed as an Additional Director and who holds office up to the date of this Annual General Meeting in terms of Section 161 read with section 149 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, be and is hereby appointed as non-executive Independent Director of the company and not liable to retire by rotation.

6. To consider passing the following resolution as an ordinary resolution:

“Resolved that Ms. Su Cheng Yeo (Holding DIN 07251636) who was appointed as an Additional Director and who holds office up to the date of this Annual General Meeting in terms of Section 161 read with section 149 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, be and is hereby appointed as Director of the company liable to retire by rotation.

7. To Consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“Resolved that pursuant to applicable provisions of the Companies Act, 2013 the Company **OCM INDIA LIMITED** be converted into **OCM PRIVATE LIMITED**.”

8. To Consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“Resolved that pursuant to Section 13 of the Companies Act, 2013 Clause I contained in the Memorandum of Association of the company be altered by way of substitution of new clauses I .”

9. To Consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“Resolved that in pursuant to Section 14 of the Companies Act, 2013 Articles of Alteration of the Company be altered by way of adoption of new set of Articles of Association.”

Place: Amritsar
Date: 26.08.2015

By Order of the Board



(Rajkumar Arora)
Company Secretary
FCS 4609

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a member or members. As the case may be of the Company. The instrument appointing the Proxy shall be deposited at the registered office 48 hours before the fixed for holding the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business, as set out in the Notice is annexed hereto.
3. Members seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting, to enable the management to keep the required information available at the meeting.
4. Members are requested to intimate the Company any change in their address, immediately.
5. Members are requested to bring their copy of Annual Report to the Meeting.

Explanatory Statement pursuant to provisions of section 102 of The Companies Act, 2013

Item No.4

Mr. Venkatraman Srinivasan (Holding DIN 00246012) has been serving the board of the company since 25th March, 2015 as the Additional Director of the Company. During his tenure of office, he has made distinct and immense contribution to the deliberations of the meetings of the board in general and for the growth of the Company in particular. His office is till the conclusion of the Annual General Meeting.

Notice has been received from a member of the Company under Section 160 of the Companies Act, 2013, along with the requisite deposit signifying the intention to propose the candidature of Mr. Venkatraman Srinivasan (Holding DIN 00246012) and to move the resolution for appointment set out in item no.4.

None of other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the appointment of Mr. Venkatraman Srinivasan (Holding DIN 00246012) as Independent Director of the Company.

Item No.5

Ms. Manjiree S. Jaitly (Holding DIN 05222441) has been serving the board of the company since 25th March, 2015 as the Additional Director of the Company. During her tenure of office, she has made distinct and immense contribution to the deliberations of the meetings of the board in general and for the growth of the Company in particular. Her office is till the conclusion of the Annual General Meeting.

Notice has been received from a member of the Company under Section 160 of the Companies Act, 2013, along with the requisite deposit signifying the intention to propose the candidature of Ms. Manjiree S. Jaitly (Holding DIN 05222441) and to move the resolution for appointment set out in item no.5.

None of other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the appointment of Ms. Manjiree S. Jaitly (Holding DIN 05222441) as Independent Director of the Company.

Item No.6

Ms. Su Cheng Yeo (Holding DIN 07251636) has been serving the board of the company since 03rd August, 2015 as the Additional Director of the Company. Her office is till the conclusion of the Annual General Meeting.

Notice has been received from a member of the Company under Section 160 of the Companies Act, 2013, along with the requisite deposit signifying the intention to propose the candidature of Ms. Su Cheng Yeo (Holding DIN 07251636) and to move the resolution for appointment set out in item no.6.

None of other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the appointment of Ms. Su Cheng Yeo (Holding DIN 07251636) as Director of the Company.

Item No.7

As the members are aware that the Company was originally incorporated on 28/08/1922 as a Public Limited Company. Your Board of Directors considered that since there is no involvement of public in the shareholding or management of the

Company, it would be appropriate to convert the Company into the Private Limited Company to avoid unnecessary formalities and to obtain privileges which are available to the Private Limited Companies which would help the management to carry out its affairs efficiently.

Item No.8

With the change in name of the company its Object clause shall be changed so that such clause shall be in accordance with the provisions of the Companies Act, 2013. Such alteration requires the approval of Equity Shareholders by way of Special Resolution. In connection to it consent of the Equity Shareholders be and is hereby accorded to alter the object clause contained in the Memorandum of Association of the Company.

Item No.9

With the change in status of the company from Limited to Private Limited its Articles of Association are required to be changed so that Articles of Association shall be in accordance with the provisions of the Companies Act, 2013. Such alteration requires the approval of Equity Shareholders by way of Special Resolution. In connection to it consent of the Equity Shareholders be and is hereby accorded to alter the Articles of Association by adoption of new set of Articles of Association.

Place: Amritsar
Date: 26.08.2015

By Order of the Board



Rajkumar Arora
Company Secretary
FCS 4609

Form No. MGT – 11
Proxy Form
(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014)

CIN: U17121PB1922PLC000038

Name of the Company: OCM India Limited

Registered office: OCM Estate, GT Road, Chheharta, Amritsar-143105, Punjab, India

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:-

Address:-

E-mail ID:-

Signature:-....., or failing him

2. Name:-

Address:-

E-mail ID:-

Signature:-....., or failing him

3. Name:-

Address:-

E-mail ID:-

Signature:-.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday, 30th September, 2015 at the registered office of the company at OCM estate, G.T. Road, Chheharta, Amritsar-143105, Punjab, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....

Signed this..... day of..... 20....

Signature of the share holder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.