

CIN :- U17121PB1922PLC000038

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 90th Annual General Meeting of the equity shareholders of the Company OCM India Limited will be held on Tuesday, 30th September, 2014 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 and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that the audited balance sheet as at 31st March, 2014, the statement of profit and loss and cash flow statement for the year ended on that date, together with the director’s report and the auditors report thereon as presented to the meeting, be and are hereby, approved and adopted”

2. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that Mr. Satrajit Bhattacharya (DIN 01313351), 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 and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that M/S B S R & Company, Chartered Accountants, Gurgaon, having Firm Registration No. 128032W allotted by The Institute of Chartered Accountants of India, be and hereby appointed as statutory auditors of the Company to hold office, from the conclusion of this annual general meeting for three consecutive years subject to ratification at every annual general meeting, on such remuneration, as may be fixed.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“Resolved that subject to the provisions of Sections 149,150,152,160 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. David Louis Wax (DIN 06796919) be and is hereby appointed as the director of the Company.”

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

“Resolved that subject to the provisions of Sections 149,150,152,160 and other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Harvey Lawrence Tepner (DIN 06794205) be and is hereby appointed as the director of the Company.”

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

“Resolved that subject to the provisions of Sections 149,150,152,160 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nitin Jain (DIN 00056392) be and is hereby appointed as the director of the Company.”

By Order of the Board

Place: New Delhi

Date: 8th September, 2014

Aman Priya
Company Secretary

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. David Louis Wax (DIN 06796919) has been serving the board of the company since 30th January, 2014 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. David Louis Wax (DIN 06796919) 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. David Louis Wax (DIN 06796919) as director of the Company.

Item No.5

Mr. Harvey Lawrence Tepner (DIN 06794205) has been serving the board of the company since 30th January, 2014 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. Harvey Lawrence Tepner (DIN 06794205) 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 Mr. Harvey Lawrence Tepner (DIN 06794205) as director of the Company.

Item No.6

Mr. Nitin Jain, Managing Director (DIN 00056392) has been serving the board of the company since 3rd January, 2014 as the additional director as well as managing director of the Company. Since the appointment of Mr. Nitin Jain as managing director the company is improving in various areas of finance, marketing and overall operations. His office as additional director is till the conclusion of the Annual General Meeting and if appointed will continue as the managing director of the company as per his terms of appointment.

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. Nitin Jain, (DIN 00056392) 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 Mr. Nitin Jain (DIN 00056392) as director of the Company.

By Order of the Board

Place: New Delhi

Date: 8th September, 2014

Aman Priya
Company Secretary

PROXY FORM
 [Pursuant to section 105(6) of the Companies Act, 2013
 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
OCM INDIA LIMITED
 CIN: U17121PB1922PLC000038
 Registered Office: OCM Estate, G.T. Road, Chheharta, Amritsar-143105.

Cut here

Name of the member(s) :

Registered address :

E-mail Id:

Folio No./Client Id :

DP ID :

I/We, being the Member (s) ofshares of the above named company, hereby appoint

Name : Address :

E-mail Id : Signature :, or failing him

Name : Address :

E-mail Id : Signature :, or failing him

Name : Address :

Name : Signature :

E-mail Id

as my/our proxy to a (and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on Monday, 8th December, 2014 at 9.00 AM (IST) at the Registered Office of the Company at OCM Estate, G.T. Road, Chheharta, Amritsar, Punjab, India-143105 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Resolution	For	Against
1			
2			
3			
4			
5			
6			
7			
8.			

Signature of shareholder

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

Signature of Proxy holder(s)

Affix Revenue Stamp

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.