

ORIENTAL CARBON & CHEMICALS LIMITED

[Corporate Identity Number (CIN) - L24297WB1978PLC031539]

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18th March, 2015

Mrs. Runa Mukherjee

C-209, Ground Floor

Sarvodaya Enclave

New Delhi - 110 016.

Dear Madam,

**Sub: Appointment as an Additional Director (Independent) of
Oriental Carbon & Chemicals Limited (the "Company").**

We are pleased to inform that the Board of Directors of Oriental Carbon & Carbon Limited (the "Company") has approved your appointment as an Additional Director (Independent) vide their Circular Resolution dated 16th March, 2015. Your appointment is effective from March 16, 2015 and will hold office upto the date of the ensuing Annual General Meeting of the Company.

The letter sets out the main terms of appointment:

1. Appointment:

1.1. Your appointment as a Non-Executive Director on the Board of Director of the Company is subject to the provision of the Companies Act, 2013.

1.2. Your appointment is subject to the Articles of Association of the Company. Nothing in this letter shall be taken to exclude or vary the terms of the Articles of Association of the Company as they apply to you as a Director of the Company;

Any term of renewal will be subject to Board review and your re-election by the shareholders at the Annual General Meeting.

You may be requested to serve on committees of the Board of Oriental Carbon & Carbon Limited for which you will be provided forms of reference on your appointment to such committee.

2. Duties:

You will be expected to perform your duties whether statutory or fiduciary with efficiently and diligently to a standard commensurate with both functions of your role and knowledge and skills.

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The broad outline of which is –

2.1 Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company;

2.2 You shall seek appropriate clarification or amplification of information and if necessary take and follow appropriate professional advice and opinion outside experts at the expense of the company;

2.3 You shall strive to attend all Board Meetings and committee meetings of which you are member and participate constructively and actively;

2.4 You shall strive to attend the general meetings of the concern;

2.5 You shall pay sufficient attention and ensure that adequate and functional vigil mechanism and ensure that the interest of the person who uses such mechanism are not prejudicially affected on account of such use;

2.6 You should keep yourself well informed about the company and the external environment in which it operates;

2.7 You shall ensure and ascertain that the company has adequate and functional vigil mechanism and to ensure that the interest of a person who uses such mechanism is not prejudicially affected on account of such use;

2.8 You should report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

2.9 You should not disclose confidential information including commercial secrets, technologies, Advertising and sales promotion plans, unpublished price sensitive information , unless the Board has expressly approved such disclosures;

3. Remuneration:

3.1. Sitting fees.

3.1 Re- imbursement of expenses.

3.3 Commission, if approved by General Meeting of the Company

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4. Confidentiality:

4.1. You acknowledge that all information acquired during your appointment is confidential to the Company and should not be released, communicated, nor disclosed either during your appointment or following termination, to third parties without prior clearance from the Board of Directors.

4.2 This restriction shall cease to apply to any confidential information which may (otherwise by reason of your breach) become available to public generally.

4.3 You acknowledge to need to hold and retain the information of the company under appropriate secure condition.

5. Price sensitive information and dealing in Company's shares:

5.1 You shall adhere to the SEBI Insider Trading Regulations, 2013 and the model guidelines mentioned therein for disclosure of information;

5.2 You shall also adhere to the code of conduct of the Company;

Changes of personal details: You shall advise the Company Secretary promptly of any change in address or other personal contact details.

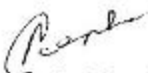
6. Review and Re – appointment:

6.1 Your re-appointment would be on the basis of the report of performance evaluation made by the Board of Directors of the Company.

If you are willing to accept these terms of appointment, please confirm your acceptance by signing and returning to me the enclosed copy of this letter.

Your truly,

For **Oriental Carbon & Chemicals Limited**



Arvind Goenka
Managing Director