

## ORIENTAL CARBON & CHEMICALS LIMITED

### NOTICE

**NOTICE** is hereby given that the Thirty-fourth Annual General Meeting of the Shareholders of the Company will be held at "Williamson Magor Hall" (1<sup>st</sup> Floor), The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata-700001 on Wednesday, the 30<sup>th</sup> July, 2014 at 10.30 A.M. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend and to confirm the payment of interim dividend on Equity Shares for the year 2013-14.
3. To appoint a director in place of Mr. H S Shashikumar (holding DIN 06674954), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the fourth consecutive Annual General Meeting and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s. Singhi & Co. (Firm Regn. No. 302049E), Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for three consecutive years for a term upto the conclusion of 37<sup>th</sup> Annual General Meeting of the Company in the calendar year 2017 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

#### 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S J Khaitan (holding DIN 00023370), Director of the Company who retires by rotation at this Annual General Meeting in terms of the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of 39<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."
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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. B B Tandon (holding DIN 00740511), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of 39<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."
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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. O P Dubey (holding DIN 00228441), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be

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and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of 39<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K Raghuraman (holding DIN 00320507), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of 39<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

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 Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditor) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company in respect of Sulphuric Acid for the financial year ending March 31, 2015, be paid a remuneration of Rs. 1,15,000/- plus applicable service tax and reimbursement of actual out of pocket expenses.

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To consider and if thought fit to pass, with or without modification(s), the following resolution **as a Special Resolution:**

“**RESOLVED** that consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company to mortgage and/or charge any or all immovable and movable assets of the Company, wherever situate, present and future in favour of State Bank of India, Overseas Branch, Jawahar Vyapar Bhawan, 1, Tolstoy Marg, New Delhi – 110 001 for fund based and non-fund based working capital facilities amounting Rs.77,57 Lacs (Total of all advance limit) and continuation of the existing Term Loans with present aggregate outstanding of Rs.73,92 Lacs and in favour of Export Import Bank of India, PHD House, Sector 31 A , Chandigarh for a Term Loan with present outstanding of USD 14.12 Lacs. The Working Capital Limits from State Bank of India are as detailed below:

<b>Fund Based Limit</b>	<b>Amount (Rs in lacs)</b>
Cash Credit (Stocks)*	60,00.00
*(including sub-limit for EPC & FBP/FBD of Rs 40,00 lacs)	
<b>Non Fund Based Limit</b>	
Letter of Credit	10,00.00
Bank Guarantee	4,00.00
Forward Contract	3,57.00
<b>Total Fund Based &amp; Non Fund Based</b>	<b>77,57.00</b>

on such terms and conditions as set out in their respective Sanction Letters with liberty to the Directors of the Company to create in future any further or other charge on the said assets.

**RESOLVED FURTHER** that the mortgage/charges created and/or all agreements/documents executed and acts done in terms of the above resolution by and with the authority of the Board of Directors are hereby confirmed and ratified.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution **as a Special Resolution:**

“**RESOLVED** that in supersession of the Ordinary Resolution adopted at the 10<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August, 1989 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of paid up Share Capital and free reserves of the Company provided that total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from Company’s Bankers in the ordinary course of business, shall not

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exceed Rs. 100 crores (Rupees one hundred crores) over and above the aggregate of paid up Share Capital and free reserves of the Company.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
**“RESOLVED** that pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to hold an office or place of profit as a Senior Manager of the Company to Mr. Shreyans Goenka, a relative of Mr. J P Goenka, Chairman and Mr. Arvind Goenka, Managing Director of the Company with effect from 01.06.2014 at a remuneration set out in letter dated 28.05.2014 (which is laid on the table and initialled by the Chairman for sake of identification) issued by the Company to Mr. Shreyans Goenka.”
13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
**“RESOLVED** that pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to hold an office or place of profit as a Vice President of the Company to Mr. Akshat Goenka, a relative of Mr. J P Goenka, Chairman and Mr. Arvind Goenka, Managing Director of the Company with effect from 01.06.2014 at a remuneration set out in letter dated 28.05.2014 (which is laid on the table and initialled by the Chairman for sake of identification) issued by the Company to Mr. Akshat Goenka.”
14. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
**“RESOLVED** that pursuant to the provisions of Section 76 and any other applicable provision of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors to invite and accept deposits from the public (including members and employees of the Company).  
**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
15. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
**“RESOLVED FURTHER** that pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the undernoted related parties, during the financial year 2014-15 and thereafter, up to the aggregate amount, as mentioned below, on such terms and conditions as the Board may think proper and beneficial for the Company.

A. For making payments to different related parties:

Sl. No.	Name of the Related Party	Nature of Transaction (Payment for)	Value of Transaction Annual (approx) (Rs. in lacs)
1.	Duncan International (India) Ltd.	- Clerical and managerial assistance with support staff at Kolkata office @ Rs. 5 lacs per month - Reimbursement of Expenses on actual basis upto Rs. 3.00 lacs per annum	63.00
2.	Cosmopolitan Investments Ltd.	Leave and license fees for office accommodation and related backup facilities at Kolkata (Registered Office) including maintenance/central AC	64.80
3.	Angel Investments Ltd.	Transit Flat usage charges (Mumbai Flat)	9.00
<b>Total</b>			<b>136.80</b>

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B. For Receipts from different related parties:

Sl. No.	Name of the Related Party	Nature of Transaction (Receipts on account of reimbursement of expenditure)	Value of Transaction Annual (approx) (Rs. in lacs)
1.	Duncan International (India) Ltd.	Reimbursement on account of expenses on telephone, electricity, vehicle, security etc. at Delhi	4.00
2.	Cosmopolitan Investments Ltd.	Reimbursement on account of expenses on telephone, electricity, vehicle, security etc. at Delhi	4.00
3.	New India Investment Corporation Ltd.	Transit Flat usage charges (Gurgaon)	1.08
4.	Schrader Duncan Limited	Leave and License fees for Office accommodation and reimbursement on account of related facilities at Delhi	24.00
<b>Total</b>			<b>33.08</b>

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :  
31, Netaji Subhas Road  
Kolkata – 700 001

Dated: 29<sup>th</sup> May, 2014

By order of the Board

**Pranab Kumar Maity**  
**Sr. Manager Legal &**  
**Company Secretary**

### Notes:

- A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, on poll, to vote instead of himself/herself. A proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited with the Company not less than forty-eight hours before the meeting.**
- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting are annexed hereto.
- The Register of Members and the Share Transfer Books of the Company will remain closed from 26<sup>th</sup> July, 2014 to 30<sup>th</sup> July, 2014 (both days inclusive).
- The Final Dividend, if sanctioned at the meeting, will be paid on and from 8<sup>th</sup> August, 2014 to those members whose names appear on the Company’s register of members on 26<sup>th</sup> July, 2014. In respect of the shares held in electronic form, dividend will be payable on the basis of ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Ltd. for this purpose.
- Dividend for the financial year ended 31<sup>st</sup> March, 2007, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of Central Government (IEPF) later this year pursuant to the provisions of Section 205A of the Companies Act, 1956. Members who have not encashed their dividend warrants for the financial year ended 31<sup>st</sup> March, 2007 are requested to lodge their claims with the Company.  
Members are advised that in terms of the provisions of Section 205C of the Companies Act, 1956, once unclaimed dividend is transferred to Investor Education Protection Fund (IEPF), no claim shall lie in respect thereof.
- Mr. H S Shashikumar does not hold, by himself or for any other person on beneficial basis, any shares of the Company.
- Details under Clause 49 of the Listing Agreement with Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declaration for their appointment/re-appointment.
- Voting through electronic means:
  - In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2013, the Company is pleased to provide members facility to exercise their right to vote at

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34<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

### Instructions for e-voting are as under:

#### (A) In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares In Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB	27/06/2014	
Dividend Bank Details#	Enter the Dividend Bank details as recored in your demat account or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. Incase either of the details are not recorded with the depository please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code, click on Forgot Password and enter the details as prompted by the system.

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- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case of members receiving the physical copy, Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (C) The e-voting period commences on 23<sup>rd</sup> July, 2014 (9.00 am) and ends on 25<sup>th</sup> July, 2014 (6.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 27<sup>th</sup> June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II. You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 27<sup>th</sup> June, 2014.
- IV. Mr. Sahadeb Rath, a Practising Company Secretary (Membership No. ACS 13298) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's report of the votes in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The Results shall be declared on and after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.occlindia.com](http://www.occlindia.com) and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
9. All documents referred to the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during 10.00 am to 12.00 pm on all working days except Saturdays, up to and including the date of Annual General Meeting of the Company.

### **ANNEXURE TO THE NOTICE**

#### **Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.**

##### **Item No. 5**

Mr. S J Khaitan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in May, 1998. Mr. Khaitan is a member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Mr. Khaitan aged about 55 years is an eminent Lawyer practising at New Delhi with 30 years experience in Litigation, Arbitration, Corporate matters, Intellectual matters, Infrastructure, Capital Market and Finance, Taxation etc. Mr. Khaitan is a member of Executive Committee of Confederation of Indian Bar, ICC India, Indian Council of Arbitration, International Centre for Alternative Dispute Resolution and Society of Indian Law Firms. He has also served as Office Bearer in Supreme Court Advocates on Record Association.

Mr. Khaitan holds directorships and/or membership/chairmanship of the committee of the Board of Directors of the following Companies in India:

- Director in Hindusthan Urban Infrastructure Ltd, Indo Rama Synthetics (India) Ltd., Jindal Stainless Ltd., Lumax Industries Ltd., Monnet Power Company Ltd., Skipper Electricals (India) Ltd., Gopi Nursery Pvt. Ltd., Suman Khaitan Advisory Services Pvt. Ltd., The Associated Chamber of Commerce and Industries of India and PHD Chamber of Commerce and Industry.
- Member of Remuneration Committee and Investor/Shareholders Grievance Committee of Hindusthan Urban Infrastructure Ltd., a member of Audit Committee and Remuneration Committee of Indo Rama Synthetics (India) Ltd., Chairman of Audit Committee, Shareholders'/Investors' Grievance Committee and Remuneration Committee and member of Compensation Committee formed for ESOP, Share Transfer Committee, Sub-Committee of Directors of Jindal Stainless Ltd., member of



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Remuneration Committee of Lumax Industries Ltd. and member of Committee on Corporate Governance of Monnet power Company Ltd.

Mr. Khaitan does not hold, by himself or for any other person on beneficial basis, any shares of the Company.

Mr. Khaitan retires by rotation at the ensuing Annual General Meeting under erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Khaitan, being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of 39<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019. A notice has been received from a member proposing Mr. Khaitan as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Khaitan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the draft letter for appointment of Mr. Khaitan as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company on any working day excluding Saturdays during the hours of 10.00 A.M. and 12 P.M. and will be available at the meeting.

The Board considers that the continued association of Mr. Khaitan would be of immense benefit to the Company and it is desirable to continue to avail of his services as an Independent Director and commends the Resolution for approval of Shareholders of the Company.

Except, Mr. S J Khaitan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

### **Item No. 6**

Mr. B B Tandon is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2007. Mr. Tandon is a member of Audit Committee and Remuneration Committee of the Board of Directors of the Company.

Mr. B B Tandon aged about 74 years, is a post graduate in Economics and graduate in Law. He retired as Chief Election Commissioner of India. He was the member of IAS from 1965 to 2001. Mr. Tandon held various top level posts in the Government of India and State Government of Himachal Pradesh. In his capacity as Additional Secretary, Department of Company Affairs, he was also member of Securities & Exchange Board of India (SEBI) as "special invitee". At the level of State Government, Mr. Tandon held the key post of Principal Secretary (Power) and Principal Secretary (Industries). He also served as Managing Director of State various public Sector Undertakings like H P Mineral & Industrial Development Corporation and H P Agro Industries Corporation. During the period 2001-06, Mr. Tandon held the constitutional posts of the Election Commissioner and later the Chief Election Commissioner of India.

Mr. Tandon holds directorships and/or membership/chairmanship of the committee of the Board of Directors of the following Companies in India:

- Director in Ambuja Foundation, Adani Power Ltd., Birla Corporation Ltd., Jaiprakash Power Venture Ltd., Dhampur Sugar Mills Ltd., Bhushan Steel Ltd., Filatex India Ltd., VLS Finance Ltd., Exicom Tele-System Ltd., Jaypee Infratech Ltd., ACB (India) Ltd., Schrader Duncan Ltd., Ambience Pvt. Ltd and Jinbhuvish Power Generation Pvt. Ltd.
- Member of Audit Committee of Schrader Duncan Ltd., Chairman of Audit Committee and Remuneration Committee and member of Finance Committee and Shareholders/Investors Grievance & Transfer Committee of Adani Power Ltd., Chairman of Audit Committee and Committee of Directors of Jaiprakash Power Ventures Ltd., Chairman of Audit Committee of Bhushan Steel Ltd., member of Audit Committee and Remuneration Committee of Birla Corporation Ltd., member of Remuneration Committee of Dhampur Sugar Mills Ltd., member of Remuneration Committee of Exicom Tele-Systems Ltd., member of Audit Committee and Remuneration Committee of Filatex India Ltd., member of Audit Committee and Shareholders/Investors Grievances Committee of VLS Finance Ltd., member of Finance Committee and Yamuna Expressway Appraisal Committee of Jaypee Infratech Ltd.

Mr. Tandon does not hold, by himself or for any other person on beneficial basis, any shares of the Company.

Mr. Tandon's period of office is liable to determination by retirement of directors by rotation under erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Tandon, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of 39<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019. A notice has been received from a member proposing Mr. Tandon as a candidate for the office of Director of the Company.

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In the opinion of the Board, Mr. Tandon fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the draft letter for appointment of Mr. Tandon as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company on any working day excluding Saturdays during the hours of 10.00 A.M. and 12 P.M. and will be available at the meeting.

The Board considers that the continued association of Mr. Tandon would be of immense benefit to the Company and it is desirable to continue to avail of his services as an Independent Director and commends the Resolution for approval of Shareholders of the Company.

Except, Mr. B B Tandon, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

### **Item No. 7**

Mr. O P Dubey is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in October, 2001. Mr. Dubey is the Chairman of Audit Committee and Remuneration Committee of the Board of Directors of the Company.

Mr. O P Dubey aged about 73 years, a master in sociology and a graduate in Law, served LIC of India for a period of 36 years. He was a member of Governing Board and later Chair Professor at National Insurance Academy, Pune from November 2001 to November 2004. During his tenure with LIC of India, he was deeply involved in the areas of General Management, Marketing, Insurance, legal Aspects and Human Resources Development. Earlier he was on the Boards of U.P. State Financial Corporation, NEDFI Guwahati, Assam and Associated Cement Companies Limited (ACC). Before retiring from LIC of India in 2001, he was Zonal Manager in charge of Eastern Zone, Kolkata in the rank of Executive Director.

Mr. Dubey is a Director in Schrader Duncan Limited and is also the Chairman of Audit Committee and member of Remuneration Committee and Shareholders/Investors Grievances & Transfer Committee of the said Company.

Mr. Dubey does not hold, by himself or for any other person on beneficial basis, any shares of the Company.

Mr. Dubey's period of office is liable to determination by retirement of directors by rotation under erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Dubey, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of 39<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019. A notice has been received from a member proposing Mr. Dubey as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Dubey fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the draft letter for appointment of Mr. Dubey as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company on any working day excluding Saturdays during the hours of 10.00 A.M. and 12 P.M. and will be available at the meeting.

The Board considers that the continued association of Mr. Dubey would be of immense benefit to the Company and it is desirable to continue to avail of his services as an Independent Director and commends the Resolution for approval of Shareholders of the Company.

Except, Mr. O P Dubey, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

### **Item No. 8**

Mr. K Raghuraman is a Non-executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2009.

Mr. K Raghuraman aged about 66 years, is Chartered Accountant. He joined Central Bank of India in 1973 and contributed immensely to the organization in systems and procedures. In 1999, he held the position of General Manager and Head of General Administration, Banking operations, Card Business, Treasury, Forex Dealing, Risk Management etc. He was also Chairman of 'India Cooperation Committee of Master card International' & the Honorary Secretary of "Banks' Sports Board" of the Indian Banks' Association (IBA) as well as the Member of various industry level Committee of IBA. He was later appointed as Executive



## **ORIENTAL CARBON & CHEMICALS LIMITED**

Director of Punjab National Bank. Mr. Raghuraman has a varied banking experience and exposure in handling various banking matters, issues of corporate governance and policy initiatives. He retired as Executive Director from Punjab National Bank in September, 2008.

Mr. Raghuraman holds directorships and/or membership/chairmanship of the committee of the Board of Directors of the following Companies in India:

- Director in Andhra Bank, Birla Ericsson Optical Ltd., Nagarjuna Agrichem Ltd., Rama Phosphates Ltd., Nelco Ltd., Canbank Factors Ltd., Ladderup Finance Ltd., Centbank Financial Services Ltd., Lanco Budhil Hydro Power Pvt. Ltd. and Ladderup Corporate Advisory Pvt. Ltd.
- Member of Share Transfer Committee, Investors' Grievance Committee, Risk Management Committee, Large Value Fraud Committee and Audit Committee of Andhra Bank, member of Audit Committee of Birla Ericsson optical Ltd., Chairman of Audit Committee of Rama Phosphates Ltd., member of Audit Committee of Nelco Ltd., Chairman of Audit Committee of Lanco Budhil Hydro Power Pvt. Ltd., Chairman of Audit Committee and member of Committee of Directors of Canbank Factors Ltd., member of Audit Committee of Centbank Financial Services Ltd. and member of Audit Committee and Remuneration Committee of Nagarjuna Agrichem Ltd.

Mr. Raghuraman does not hold, by himself or for any other person on beneficial basis, any shares of the Company.

Mr. Raghuraman's period of office is liable to determination by retirement of directors by rotation under erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Raghuraman, being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of 39<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019. A notice has been received from a member proposing Mr. Raghuraman as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Raghuraman fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and is independent of the management. Copy of the draft letter for appointment of Mr. Raghuraman as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company on any working day excluding Saturdays during the hours of 10.00 A.M. and 12 P.M. and will be available at the meeting.

The Board considers that the continued association of Mr. Raghuraman would be of immense benefit to the Company and it is desirable to continue to avail of his services as an Independent Director and commends the Resolution for approval of Shareholders of the Company.

Except, Mr. K Raghuraman, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

### **Item No. 9**

The Board, in compliance of the Central Government Order in this regard and on recommendation of the Audit Committee, has approved the appointment of the Cost Auditor to conduct the audit of cost records relating to the manufacture of Sulphuric Acid for the financial year ending March 31, 2015 at a remuneration of Rs. 1,15,000/ plus applicable service tax and reimbursement of actual out of pocket expenses.

In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditor 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. 9.

### **Item No. 10**

Fund based and non-fund based working capital limits aggregating Rs 7757 lakhs have been sanctioned by State Bank of India to fund the Company's working capital requirements. Term loans with present outstanding of Rs 7392 lacs from State Bank of India and USD 14.12 lacs from Export Import Bank of India, have been availed for partial funding of the new Plant at Mundra SEZ.

As per the Banks' terms of sanction, such credit facilities are to be secured, inter alia, by way of creation of mortgage and/or charge on the Company's movable and immovable assets, both present and future.

## **ORIENTAL CARBON & CHEMICALS LIMITED**

Though approval under Section 293(1)(a) of the Companies Act 1956 from the Members of the Company has already been taken in the earlier Annual General Meetings, pursuant to Section 180(1)(a) of the Companies Act, 2013, approval for the same is required by way of Special Resolution from the Members of the Company.

Since mortgaging and/or charging of its assets by the Company in favour of the Bank may be considered as disposal of its undertaking, it is desirable to obtain necessary consent of the shareholders of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 at the ensuing Annual General Meeting.

The resolution set out at item 10 of the annexed Notice is intended for this purpose. Your Directors recommend that the resolution be passed.

None of the Directors of the Company is concerned with or interested in the resolution.

The documents mentioned in the resolution will be available for inspection of members at the Registered Office of the Company on all working days during the hours of 10.00 A.M. and 12 P.M. and will also except on Saturday be available at the meeting.

### **Item No. 11**

The Members of the Company, at their 10<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> August, 1989 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowing by the Company at any time or from time to time monies togetherwith the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) upto a limit of Rs. 50 crores in excess of aggregate of the paid up Share Capital of the Company and its free reserves.

Section 180(1)(c) of the Companies Act, 2013 effective from 12<sup>th</sup> September, 2013 requires that the Board of Directors shall not borrow monies in excess of the Company's paid up Share Capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Members of the Company accorded by way of a Special Resolution.

It is, therefore, necessary for the Members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 11 of the Notice, to enable the Board of Directors to borrow monies in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of the Members is being sought to borrow monies upto Rs.100 Crores (Rupees one hundred crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11.

### **Item Nos. 12 & 13**

Mr. Shreyans Goenka, aged about 24 years has graduated in Economics & Psychology in May 2012 from the University of Pennsylvania, USA, an Ivy league institution. While studying in the US, he has worked as Research Assistant with Paul Rozin, University of Pennsylvania for a period of three years where his area of work has been market research. After graduating, he worked with HwC Ventures LLC, New York for one year and with a Hospitality company in India for 9 months.

He has been appointed as the Senior Manager of the Company with effect from 1<sup>st</sup> June 2014 subject to approval of Shareholders, on the terms and conditions as embodied in the letter dated 28.05.2014 issued by the Company to him, the silent points of which are set out below:

#### **(A) Basic Salary :**

1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2015	: Rs.34,600/- per month
1 <sup>st</sup> April 2015 to 31 <sup>st</sup> March 2016	: Rs.39,600/- per month
1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017	: Rs.45,400/- per month

#### **(B) Perquisites : Perquisites and allowances as applicable to his cadre of employees of the Company include the following:**

a) House Rent Allowance	
1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2017	: Rs.27000/- per month
b) Other Allowance	
1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2015	: Rs.41,250/- per month
1 <sup>st</sup> April 2015 to 31 <sup>st</sup> March 2016	: Rs.49,500/- per month
1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017	: Rs.59,400/- per month
c) Leave Travel Allowance	
1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2017	: Rs.84,000/- per annum
d) Reimbursement of medical expenses	
1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2017	: Rs.15000/- per annum

## ORIENTAL CARBON & CHEMICALS LIMITED

Mr. Akshat Goenka aged about 26 years is a Graduate in Economics and International Relations from University of Pennsylvania, USA, an Ivy league institution. He was appointed in the Company as Executive (Projects) with effect from 4th January 2010 and promoted as Senior Manager with effect from 1st April 2012. He played a key role in setting up of new plant at Mundra SEZ.

He has been re-appointed as the Vice President of the Company with effect from 1<sup>st</sup> June 2014 subject to approval of shareholders, on the terms and conditions as embodied in the letter dated 28.05.2014 issued by the Company to him, the silent points of which are set out below:

(A) Basic Salary:

1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2015	: Rs. 93,900/- per month
1 <sup>st</sup> April 2015 to 31 <sup>st</sup> March 2016	: Rs.1,08,700/- per month
1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017	: Rs.1,25,000/- per month

(B) Perquisites: Perquisites and allowances as applicable to his cadre of employees of the Company include the following:

a) House Rent Allowance	
1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2017	: Rs.53000/- per month
b) Other Allowance	
1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2015	: Rs.98,250/- per month
1 <sup>st</sup> April 2015 to 31 <sup>st</sup> March 2016	: Rs.1,18,000/- per month
1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017	: Rs.1,41,000/- per month
c) Leave Travel Allowance	
1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2017	: Rs.2,00,000/- per annum
d) Reimbursement of medical expenses	
1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2017	: Rs.15000/- per annum

C) Performance linked Bonus

1 <sup>st</sup> June 2014 to 31 <sup>st</sup> March 2015	: Rs.10,00,000/- per annum
1 <sup>st</sup> April 2015 to 31 <sup>st</sup> March 2016	: Rs.12,50,000/- per annum
1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017	: Rs.15,00,000/- per annum

The amount of Bonus shall be decided based on performance parameters viz. meeting financial forecasts, tactical initiatives and strategic achievements.

The Company will provide him with a car and a telephone, however, provision of car and telephone for use on Company's business will not be considered as perquisites.

Mr. Akshat Goenka and Mr. Shreyans Goenka will be governed by the rules and regulations of the Company.

As Mr. Akshat Goenka and Mr. Shreyans Goenka are relatives of Mr. J P Goenka, Chairman and Mr. Arvind Goenka, Managing Director of the Company within the meaning of the Companies Act, 2013, their appointments are subject to your approval. The Board recommends that the Special Resolution set out at Item Nos. 12 and 13 be passed, where the related members shall not vote.

The letters referred to above will be available for inspection by the members at the Registered office of the Company on all working days, excluding Saturdays, between the hours of 10.00 AM and 12 P.M. and will also be available at the meeting.

Mr. Akshat Goenka and Mr. Shreyans Goenka are grandsons of Mr. J P Goenka, Chairman and sons of Mr. Arvind Goenka, Managing Director of the Company. Hence Mr. J P Goenka and Mr. Arvind Goenka are deemed to be concerned and/or interested in the appointment of and payment of remuneration to them.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014 are as under:

1. Name of the related parties: Mr. Akshat Goenka and Mr. Shreyans Goenka.
2. Name of the directors or key managerial personnel who are related: Mr. J P Goenka and Mr. Arvind Goenka.
3. Nature of the relationship: Relative of Mr. J P Goenka and Mr. Arvind Goenka.
4. Monetary value: As mentioned above.
5. Nature, material terms and particulars of the arrangement: As mentioned above.
6. Any other information relevant or important for members to make decision on the proposed transaction: None.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 12 & 13.

The Board commends Special Resolution set out at Item Nos. 12 & 13 of the Notice for approval by the Shareholders.

## ORIENTAL CARBON & CHEMICALS LIMITED

### Item No. 14

As the members are aware, the Company has accepted deposits from public till 31<sup>st</sup> March, 2014 in terms of the relevant provisions of the Companies Act, 1956. Pursuant to the Companies Act, 2013 being effective from 01<sup>st</sup> April, 2014 the Board of Directors shall not invite and accept deposits from public (including members and employees of the Company), except with the consent of the Company accorded by way of a special resolution, in terms of Section 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

It is, therefore, necessary for the members to pass a Special Resolution under Section 76 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 14 of the Notice, to enable the Board of Directors to invite and accept deposits from public (including members and employees of the Company).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice.

The Board commends the Special Resolution set out at Item No. 14 of the Notice for approval by the shareholders.

### Item No. 15

In order to save on Capital Expenditure arising out of outright purchase of office premises for its Registered office at Kolkata and record storage, the Company has been using rented premises located in a prime commercial hub (i.e. Dalhousie Square Area) with requisite infrastructure and common services such as lifts, water supply, electrical back-up, emergency and medical services as also the services of support staff and managerial assistance to handle its office accounts, shares and secretarial matters etc. The cost of all such services payable is in equated monthly installments or otherwise.

The companies which are rendering such services and the extent of payables to each of such companies per annum is as under:

Duncan International (India) Ltd	(Clerical and Managerial assistance with support staff)	63.00 lacs
Cosmopolitan Investments Ltd	Leave and License fees for office accommodation at Kolkata	64.80 lacs

The Company has a satisfactory experience in regard to all such services/facilities availed so far and is convinced of the quality, efficiency and the cost competitiveness thereof.

Further, considering the high cost of hotels at Mumbai, the Company has, for its travelling executives, opted, as far as possible, to avail transit flat facilities which, being conveniently located, afford lesser commuting time and are cost effective. This property belongs to and is maintained by Angel Investments Limited.

The payment to be made being linked to the actual usage of the facilities, the overall outgo on this account for the period 01/04/2014 to 31/03/2015 cannot be quantified in advance. However, on a rough reckoning, the expenses for such usages are estimated to be Rs. 9.00 lacs per annum.

Further, there are certain recoveries/reimbursements received from the Related Parties namely Duncan International (India) Ltd., Cosmopolitan Investments Ltd., New India Investment Corporation Ltd and Schrader Duncan Ltd. in respect of expenses incurred on their behalf as shown in the tabulation under para 3(iv) herein.

Duncan International (India) Ltd., Cosmopolitan Investments Ltd., Angel Investments Ltd., New India Investment Corporation Ltd., and Schrader Duncan Limited are "related party" within the meaning of Section 2(76) of the Companies Act, 2013, and thus the transaction requires the approval of the members by special resolution under Section 188 of the Companies Act, 2013, where the related members shall not vote.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014 are as under:

1. Name of the related parties: Duncan International (India) Ltd., Cosmopolitan Investments Ltd., Angel Investments Ltd., New India Investment Corporation Ltd., and Schrader Duncan Limited.
2. Name of the directors or key managerial personnel who are related: Mr. J P Goenka, Chairman and Mr. Arvind Goenka, Managing Director.
3. Nature of relationship:
  - (i) Duncan International (India) Ltd. is a Company in which Mr. J P Goenka is a common board member and holds along with his relatives more than 2% of its paid up share capital.
  - (ii) New India Investment Corporation Ltd, Angel Investments Ltd., Cosmopolitan Investments Ltd., are public companies in which Mr. Arvind Goenka along with his relatives holds more than 2% of its paid up share capital.

## ORIENTAL CARBON & CHEMICALS LIMITED

(iii) Scharder Duncan Limited is subsidiary company of Oriental Carbon and Chemicals Limited and Mr. J P Goenka, Mr. Arvind Goenka, Mr. B B Tandon and Mr. O P Dubey are common Board Member.

(iv) Nature, material terms, monetary value and particulars of the arrangement:

A. For making payments to different related parties:

Sl. No.	Name of the Related Party	Nature of Transaction (Payment for)	Value of Transaction Annual (approx) (Rs. in lacs)
1.	Duncan International (India) Ltd.	- Clerical and managerial assistance with support staff at Kolkata @ Rs. 5 lacs per month - Reimbursement of Expenses on actual basis upto Rs. 3 lacs per annum	63.00
2.	Cosmopolitan Investments Ltd.	Leave and license fees for office accommodation and related backup facilities at Kolkata including maintenance/central AC	64.80
3.	Angel Investments Ltd.	Transit Flat usage charges (Mumbai)	9.00
<b>Total</b>			<b>136.80</b>

B. For Receipts from different related parties:

Sl. No.	Name of the Related Party	Nature of Transaction (Receipts on account of reimbursement of expenditure)	Value of Transaction Annual (approx) (Rs. in lacs)
1.	Duncan International (India) Ltd.	Reimbursement on account of expenses on telephone, electricity, vehicle, security etc. at Delhi	4.00
2.	Cosmopolitan Investments Ltd.	Reimbursement on account of expenses on telephone, electricity, vehicle, security etc. at Delhi	4.00
3.	New India Investment Corporation Ltd.	Transit Flat usage charges (Gurgaon)	1.08
4.	Schrader Duncan Limited	Leave and License fees for Office accommodation and reimbursement on account of related facilities at Delhi	24.00
<b>Total</b>			<b>33.08</b>

No other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 15.

The Board commends the Special Resolution set out at Item No. 15 of the Notice for approval by the shareholders.

Registered Office :  
31, Netaji Subhas Road  
Kolkata – 700 001

Dated: 29<sup>th</sup> May, 2014

By order of the Board

**Pranab Kumar Maity**  
Sr. Manager Legal &  
Company Secretary

<b>ATTENDANCE SLIP</b>
------------------------

**ORIENTAL CARBON & CHEMICALS LIMITED**

CIN – L24297WB1978PLC031539

Regd. Off.: 31, Netaji Subhas Road, Kolkata – 700 001

Email: investorfeedback@occlindia.com; Website: www.occlindia.com

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*	
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Folio No.	
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Client Id*	
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No. of Shares	
---------------	--

NAME AND ADDRESS OF SHAREHOLDER

I hereby record my/our presence at the 34<sup>th</sup> Annual General Meeting of the Company on Wednesday, 30<sup>th</sup> July, 2014 at 10.30 a.m. at “Williamson Magor Hall” (1<sup>st</sup> Floor), The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata-700001.

\* Applicable for investors holding shares in electronic form

Signature of shareholder/Proxy

..... cut here.....

**ORIENTAL CARBON & CHEMICALS LIMITED**

CIN – L24297WB1978PLC031539

Regd. Off.: 31, Netaji Subhas Road, Kolkata – 700 001

Email: investorfeedback@occlindia.com; Website: www.occlindia.com

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		Email Id:	
Registered address:		Folio No./*Client Id:	
		DP Id:	

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

- 1) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him

and whose signature (s) are appended below as my / our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 30<sup>th</sup> July, 2014 at 10.30 a.m. at “Williamson Magor Hall” (1<sup>st</sup> Floor), The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata-700001 and at any adjournment thereof in respect of such resolutions as are indicated below:



\*\* I wish my above Proxy to vote in the manner as indicated in box below:

Resolutions	For	Against
1. Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014		
2. Approval of Final Dividend and confirm the payment of interim dividend on Equity shares for the year 2014-15		
3. Re-appointment of Mr. H S Shashikumar who retires by rotation		
4. Appointment of Auditors and fixing of their remuneration		
5. Appointment of Mr. S J Khaitan as an Independent Director		
6. Appointment of Mr. B B Tandon as an Independent Director		
7. Appointment of Mr. O P Dubey as an Independent Director		
8. Appointment of Mr. K Raghuraman as an Independent Director		
9. Approval of the Remuneration of the Cost Auditor		
10. Special Resolution under section 180(1)(a) of the Companies Act, 2013 to mortgage and/or to charge any or all immovable and movable assets of the Company in favour of State Bank of India/Export Import Bank		
11. Approve borrowing power of the Company upto Rs. 100 Crores over and above the paid up share capital and free reserve of the Company		
12. Approve appointment of Mr. Shreyans Goenka (related party) as Senior Manager of the Company		
13. Approve appointment of Mr. Akshat Goenka (related party) as Vice President of the Company		
14. Approve Invite/Acceptance/Renewal of Public Deposit		
15. Approve the transactions/contracts to be entered into and/or entered into with Duncan International (India) Ltd., Cosmopolitan Investments Ltd., New India Investment Corporation Ltd., Angel Investments Ltd and Schrader Duncan Ltd. (related parties)		

Signed this ..... day of .....2014.

Affix revenue stamp of not less than ₹0.15
--

.....  
Signature of member

.....  
Signature of proxy holder(s)

Notes:

- 1. This form, in order to be effective, should be duly stamped, completed, signed, deposited at the registered office of the Company, not less than 48 hours before the meeting.**
- 2. A proxy need not be a member of the Company.**
3. Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.\*\*