

NOTICE

NOTICE is hereby given that the Thirty-fifth Annual General Meeting of the Shareholders of the Company will be held at ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India exchange Place, Kolkata-700001 on Friday, the 31st July, 2015 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, 2015, including the Audited Balance Sheet as at that date, the Statement of Profit and Loss and the Consolidated Financial Statements 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 payments of interim dividend on Equity Shares for the year 2014-15.
3. To appoint a director in place of Mr. J P Goenka (holding DIN 00136782), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors (‘the Board’), the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. Singhi & Co., (Firm Regn. No. 302049E), Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) 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, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Runa Mukherjee (holding DIN 02792569), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 16th March, 2015 and who holds office only upto the date of this Annual General Meeting, 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 40th Annual General Meeting of the Company in the calendar year 2020.

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

“RESOLVED that Mr. Akshat Goenka (DIN: 07131982) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 14th May, 2015 pursuant to Section 161 of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

ORIENTAL CARBON & CHEMICALS LIMITED

“RESOLVED that pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mr. Akshat Goenka (DIN: 07131982), as a Whole Time Director of the Company, retiring by rotation, with the designation of Joint Managing Director, for a period of three years commencing from 01.06.2015 on the remuneration, terms and conditions as recommended by Nomination and Remuneration Committee as set out in explanatory statement annexed to the notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Akshat Goenka including monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Arvind Goenka (DIN: 00135653), as Managing Director of the Company, for a period of three years commencing from 01.10.2015 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Arvind Goenka, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

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 the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. J K Kabra & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company (“the Board”) for the financial year ending 31st March, 2016, with a remuneration of Rs. 1,25,000/- (Rupees One lakh twenty five thousand only) plus applicable service tax and reimbursement of actual out of pocket expenses .

RESOLVED FURTHER that, the Board be and is hereby authorized 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 an **Special Resolution**:

“RESOLVED that pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

ORIENTAL CARBON & CHEMICALS LIMITED

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company, be and are hereby severally authorized, in order to give effect to the above resolution, to modify the Articles of Association, perform all acts, deeds and things, execute documents, make all filings and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

By Order of the Board

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

Pranab Kumar Maity
Sr. Manager Legal &
Company Secretary

Dated: 14th May, 2015

Notes:

1. **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.**
2. The 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.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th July, 2015 to 31st July, 2015 (both days inclusive).
4. The Final Dividend, if sanctioned at the meeting, will be paid on and from 10th August, 2015 to those members whose names appear on the Company’s register of members on 24th July, 2015. In respect of the shares in electronic form, the 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.
5. Dividend for the financial year ended 31st March, 2008, 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 31st March, 2008 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 IEPF, no claim shall lie in respect thereof.
6. Mr. J P Goenka does not hold by himself or for any other person on beneficial basis, any shares of the Company.
7. Details under Clause 49 of the Listing Agreement with Stock Exchange in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice and have been disclosed either in the explanatory statement attached to the Notice or the Corporate Governance Report. The Directors have furnished the requisite declaration for their appointment/re-appointment.
8. **Voting through electronics means:**
 - I. 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 35th 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:

- (i) The voting period begins on 28th July 2015 (9.00 am) and ends on 30th July 2015 (5.00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 24th July 2015 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e.

ORIENTAL CARBON & CHEMICALS LIMITED

Record date, attending the meeting, who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none">• 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 8 digits of 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If there details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Oriental Carbon & Chemicals Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box

ORIENTAL CARBON & CHEMICALS LIMITED

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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com under help section or write an email to 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. Poll Process at AGM

The voting on the agenda items shall be done by e-voting as well as by Poll. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the Poll to be conducted at the venue of the AGM on the date of the meeting. Ballot Papers will be issued immediately after an announcement in this regard by the Chairman of the meeting and will continue up to 12 Noon or such extended time as may be fixed by the Company. The number of votes will be equivalent to the number of shares held by them as on the Cut-Off Date i.e. 24th July, 2015.

IV. Mr. Sahadeb Rath, a Practising Company Secretary (Membership No. ACS 13298) has been appointed as the Scrutinizer to scrutinize the e-voting process. He will also act as Scrutinizer along with another shareholder at the Poll to be conducted at the meeting in a fair and transparent manner.

V. 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 and on the website of CDSL within 2 (two) days 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 11.00 am to 1.00 pm on all working days except Saturday(s), up to and including the date of Annual General Meeting of the Company.

ORIENTAL CARBON & CHEMICALS LIMITED

ANNEXURE TO THE NOTICE

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

Item No. 5

Mrs. Runa Mukherjee, aged about 62 years was appointed by the Board of Directors ('the Board') as an Additional Director of the Company with effect from 16th March, 2015 pursuant to Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and with Article 94 of the Articles of Association of the Company, Mrs. Runa Mukherjee holds office as a Director of the Company upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mrs. Runa Mukherjee, for the office of the Independent Director of the Company for five consecutive years for a term upto the conclusion of 40th Annual General Meeting of the Company in the calendar year 2020.

Mrs. Mukherjee is a Post Graduate in English from Delhi University and Post Graduate Diploma in Public Administration from Indian Institute of Public Administration, New Delhi. Mrs. Mukherjee is a prominent professional, who has served as Financial Advisor & Chief Accounts Officer with Indian Railways and subsequently as Executive Director Finance with Container Corporation of India besides other senior assignments.

Presently Mrs. Runa Mukherjee is on the Board of Alstrom Transport India Limited and RSK Logistics Knowledge Centre Pvt. Ltd. Mrs. Mukherjee is a Member of Audit Committee of Alstrom Transport India Limited. Mrs. Mukherjee does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mrs. Mukherjee fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Runa Mukherjee as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Runa Mukherjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Runa Mukherjee as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Mukherjee, being the appointee, 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. 5. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange. The Company has received a declaration from Mrs. Mukherjee that she meets the criteria of Independence as prescribed, both under Sec 149(6) of the Act and Clause 49 of the listing agreement.

Item No. 6

Mr. Akshat Goenka, aged about 27 years was appointed by the Board of Directors ('the Board') as an Additional Director of the Company with effect from 14th May, 2015 pursuant to Section 161 (1) of the Companies Act, 2013 read with Article 94 of the Articles of Association of the Company. Mr. Akshat Goenka holds office as a Director of the Company upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mr. Akshat Goenka, for the office of the Director of the Company.

The Board recommends the resolution in relation to appointment of Mr. Akshat Goenka as a Director, for the approval by the shareholders of the Company.

Except, Mr. Akshat Goenka, being an appointee and his relatives Mr. J P Goenka, Chairman and Mr. Arvind Goenka, Managing Director, 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 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

ORIENTAL CARBON & CHEMICALS LIMITED

Item No. 7

Mr. Akshat Goenka 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 on 1st April 2012. Later on he was promoted as Vice president on 1st June 2014. He played a key role in setting up Phase-I and Phase-II of the new Plant of the Company for manufacturing Insoluble Sulphur at SEZ Mundra, Gujarat. Over the years, he has also contributed in developing an organizational culture that contributes to furthering the Company's commitment to its core values and stimulates continuous improvements. He does not hold directorship in any other Company.

Mr. Akshat Goenka holds 100000 Equity shares of the Company. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Akshat Goenka as the Whole Time Director of the Company, retiring by rotation, with the designation of Joint Managing Director and the remuneration payable to him. The terms and conditions proposed are in line with the industry and commensurate with his qualification, duties and track record.

The Board of Directors at its meeting held on 14th May, 2015 has approved the appointment of Mr. Akshat Goenka as a Whole Time Director designated as Joint Managing Director for period of three years with effect from 1st June, 2015, as recommended by Nomination and Remuneration Committee, subject to the approval of the Shareholders and such other approvals as may be necessary, on remuneration set out below:

During the period of this Agreement and subject to the limits laid down in Sections 197 of the Companies Act, 2013, he shall be entitled to receive the following remuneration :

I. Salary :

- Rs. 3,75,000/- per month for the period 1st June, 2015 to 31st March, 2016.
- Rs. 4,25,000/- per month for the period 1st April, 2016 to 31st March, 2017.
- Rs. 4,75,000/- per month for the period 1st April, 2017 to 31st March, 2018.
- Rs. 5,25,000/- per month for the period 1st April, 2018 to 31st May, 2018.

II. Commission :

Subject to the overall ceilings laid down in Section 197 of the Companies Act, 2013, the amount of commission shall not exceed:

- Rs. 37,50,000/- for the period 1st June, 2015 to 31st March, 2016.
- Rs. 51,00,000/- for the period 1st April, 2016 to 31st March, 2017.
- Rs. 57,00,000/- for the period 1st April, 2017 to 31st March, 2018.
- Rs. 10,50,000/- for the period 1st April, 2018 to 31st May, 2018.

The amount of commission to be paid within the above limit shall be decided by the Board of Directors based on performance parameters viz. meeting financial forecasts, tactical initiatives and strategic achievements in the following proportions

- 50% for meeting financial forecasts
- 25% for tactical initiative
- 25% for strategic achievement

II. Perquisites:

Perquisites will be restricted to an amount equal to the annual salary. Unless the context otherwise requires, perquisites are classified into the following categories:

CATEGORY 'A'

Provision of hired/leased furnished accommodation by the Company or house rent in lieu thereof subject to a ceiling of 60% of the salary. Other perquisites like provision of gas, electricity, water and furnishings, medical benefits for self, wife and dependent children, leave travel concession, club fees, premium for personal accident insurance and flat maintenance allowance shall be allowed. It is further provided that valuation of each item of perquisites for the purposes of Income Tax Act, 1961 and Income Tax Rules, 1962 shall be in accordance with the provisions contained in the said Act and Rules.

ORIENTAL CARBON & CHEMICALS LIMITED

CATEGORY 'B'

Provident Fund, Superannuation Fund or Annuity Fund: The Company's contribution towards Provident Fund, Superannuation Fund or Annuity Fund shall be as per the Rules of the Company in force from time to time. Such contribution will not be included in the computation of the ceiling on perquisites.

Gratuity : As per Rules of the Company in force from time to time but not exceeding half a month's salary for each completed year of service and will not be included in the computation of the ceiling on perquisites.

He shall be entitled to Earned/Privilege Leave on full pay and allowance as per Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

CATEGORY 'C'

The Company will provide him with a car and telephone at his residence. However, provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Use of car and telephone for private purpose shall be billed by the Company to him.

Notwithstanding anything mentioned above, where in any financial year during the currency of his tenure as Joint Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him in that financial year shall be calculated in such a manner so that it does not exceed such limits as specified in Section II of Part II of Schedule V to the Companies Act, 2013.

As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

Except, Mr. Akshat Goenka, being an appointee and his relatives Mr. J P Goenka, Chairman and Mr. Arvind Goenka, Managing Director, 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. 7 of the Notice.

Item No. 8

Mr. Arvind Goenka had been re-appointed as Managing Director of the Company by the Board of Directors of the Company for a period of three years with effect from 1st October 2012. The tenure of three years of Mr. Arvind Goenka as the Managing Director will expire on 30th September, 2015.

The Board of Directors at its meeting held on 14th May, 2015 has approved the re-appointment of Mr. Arvind Goenka as the Managing Director for a further period of three years with effect from 1st October, 2015, as recommended by Nomination and Remuneration Committee, subject to the approval of the Shareholders and such other approvals as may be necessary.

Mr. Arvind Goenka aged about 53 years, a commerce graduate from St. Xaviers College, Kolkata is an Industrialist hailing from the renowned family of (Late) Sir Badridas Goenka of the Industrial Group popularly known as House of Duncans. Mr. Goenka commands rich experience of over 30 years in managing and/or looking after Industries of diverse business Interests such as jute and cotton textiles, rubber chemicals and industrial engineering products meant for sophisticated applications. With expertise and hands on experience in finance and international marketing, he is responsible for the long-term goal setting of the Company and monitoring the progress of the Company thereto.

He is a Director in M/s. Schrader Duncan Limited, M/s. Asahi Songwon Colours Limited and M/s. Tomkins Consulting Services India Pvt. Ltd.(under liquidation).

He is also member of Audit Committee and Nomination and Remuneration Committee of Schrader Duncan Limited and member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

ORIENTAL CARBON & CHEMICALS LIMITED

During the period of this Agreement and subject to the limits laid down in Sections 197 of the Companies Act, 2013, he shall be entitled to receive the following remuneration :

I. Salary :

- Rs. 4,50,000/- per month for the period 1st October, 2015 to 30th September, 2016.
- Rs. 5,00,000/- per month for the period 1st October, 2016 to 30th September, 2017.
- Rs. 5,50,000/- per month for the period 1st October, 2017 to 30th September, 2018.

II Commission :

Subject to the overall ceilings laid down in Section 198 and 309 of the Companies Act, 1956, the amount of commission shall not exceed :

- Rs. 54,00,000/- for the period 1st October, 2015 to 30th September, 2016.
- Rs. 60,00,000/- for the period 1st October, 2016 to 30th September, 2017.
- Rs. 66,00,000/- for the period 1st October, 2017 to 30th September, 2018.

The amount of commission to be paid within the above limit shall be decided by the Board of Directors based on performance parameters viz. meeting financial forecasts, tactical initiatives and strategic achievements in the following proportions

- 50% for meeting financial forecasts
- 25% for tactical initiative
- 25% for strategic achievement

III. Perquisites:

Perquisites will be restricted to an amount equal to the annual salary. Unless the context otherwise requires, perquisites are classified into the following categories:

CATEGORY 'A'

Provision of hired/leased furnished accommodation by the Company or house rent in lieu thereof subject to a ceiling of 60% of the salary. Other perquisites like provision of gas, electricity, water and furnishings, medical benefits for self, wife and dependent children, leave travel concession, club fees, premium for personal accident insurance and flat maintenance allowance shall be allowed. It is further provided that valuation of each item of perquisites for the purposes of Income Tax Act, 1961 and Income Tax Rules, 1962 shall be in accordance with the provisions contained in the said Act and Rules.

CATEGORY 'B'

Provident Fund, Superannuation Fund or Annuity Fund: The Company's contribution towards Provident Fund, Superannuation Fund or Annuity Fund shall be as per the Rules of the Company in force from time to time. Such contribution will not be included in the computation of the ceiling on perquisites.

Gratuity : As per Rules of the Company in force from time to time but not exceeding half a month's salary for each completed year of service and will not be included in the computation of the ceiling on perquisites.

He shall be entitled to Earned/Privilege Leave on full pay and allowance as per Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

CATEGORY 'C'

The Company will provide him with a car and telephone at his residence. However, provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Use of car and telephone for private purpose shall be billed by the Company to him.

Notwithstanding anything mentioned above, where in any financial year during the currency of his tenure as a Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him in that financial year shall be calculated in such a manner so that it does not exceed such limits as specified in Section II of Part II of Schedule V to the Companies Act, 2013.

ORIENTAL CARBON & CHEMICALS LIMITED

As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for re-appointment of Mr. Arvind Goenka for the period of three years.

Except, Mr. Arvind Goenka, being an appointee and his relatives Mr. J P Goenka, Chairman and Mr. Akshat Goenka, Jt. Managing Director, 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. 8 of the Notice.

Item No. 9

The Board, 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 Chemicals (excluding 100% Export Oriented Unit & SEZ) for the financial year ending March 31, 2016 at a remuneration of Rs. 1,25,000/- 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, 2016.

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

The existing Articles of Association of the Company (“Existing Articles”) were based on the Companies Act, 1956, as amended from time to time. With the implementation of the Companies Act, 2013 and its allied rules, the provisions of Companies Act, 1956 are getting repealed in a phased manner.

The Board of Directors of the Company believes that it is desirable that the relevant clauses in the Articles of Association of the Company be revised so that they fully reflect not only the law governing the Company and rules and regulations made thereunder, but must also be in conformity with the provisions of the Companies Act, 2013 and Rules made thereunder and must also comply with the listing agreement with the Stock Exchanges and SEBI Guidelines.

Since the required alterations, deletions, insertions etc. to the Existing Articles would be numerous, it is felt prudent to entirely substitute the Existing Articles and adopt the new Articles of Association (New Articles).

Pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder alteration of Articles of Association requires approval of the members of the Company by way of passing a Special Resolution at a general meeting.

The Company will furnish a copy of the New Articles on demand to every member. A copy of the draft New Articles to be adopted, as referred to in the notice / explanatory statement hereto, will be made available to the Members for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturday till the date of this Meeting. Members may also download the copy of the New Articles from the website of the Company at the link: www.occlindia.com. In addition, a copy of the New Articles will be placed for inspection by members at the Meeting.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends passing of the resolution under Item no. 10 of the notice as a Special Resolution.

By Order of the Board

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

Pranab Kumar Maity
Sr. Manager Legal &
Company Secretary

Dated: 14th May, 2015

ATTENDANCE SLIP

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*	Folio No.
Client Id*	No. of Shares

NAME AND ADDRESS OF SHAREHOLDER

I hereby record my/our presence at 35th Annual General Meeting of the Company on Friday, the 31st July, 2015 at 10.30 a.m. at ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India exchange Place, 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 _____

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 35th Annual General Meeting of the Company, to be held on Friday, the 31st July, 2015 at 10.30 a.m. at ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India exchange Place, 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 31st March, 2015		
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. J P Goenka who retires by rotation		
4. Ratification of Appointment of Auditors and fixing of their remuneration		
5. Appointment of Mrs. Runa Mukherjee as an Independent Director		
6. Re-appointment of Mr. Akshat Goenka as a Director		
7. Appointment of Mr. Akshat Goenka as Joint Managing Director		
8. Re-appointment of Mr. Arvind Goenka as Managing Director of the Company		
9. Approval of the Remuneration of the Cost Auditor		
10. Special Resolution for change of Article of Association of the Company.		

Signed this day of2015.

.....
Signature of member

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

Affix revenue stamp of not less than ₹0.15
--

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.**
- 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.**
- Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.