

NOTICE

NOTICE is hereby given that the Thirty-Sixth 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 22nd July, 2016 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2016, including Consolidated Audited Financial Statements for the year ended on that date together with 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 2015-16.
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 ratify the appointment of Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, 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, 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 resolutions 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, 2017, with a remuneration of Rs. 1,30,000/- (Rupees One lakh thirty 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.”

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

“RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to mortgage and/or charge on first, pari passu or second charge basis any or all immovable and movable assets of the Company, wherever situate, present and future in favour of State Bank of India(SBI), New Delhi as security for fund based and non-fund based working capital facilities amounting to Rs. 77.15 Crores and existing Term Loans (Present outstanding Rs 42.26 Crore) and in favour of Export Import Bank of India (Exim Bank), Chandigarh, as security for existing Term Loans (Present outstanding Rs 4.98 Crore).

RESOLVED FURTHER that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to mortgage and/or charge on first, pari passu or second charge basis any or all immovable and movable assets of the Company, wherever situate, present and future in favour of various Banks as security for sanction of New Term Loans aggregating to Rs. 67.80 Crores for part financing the project cost for phase-1 of Expansion of Insoluble Sulphur Plant at Mundra SEZ, Mundra, Distt. Kutch, Gujarat on such terms and conditions as set out in their respective Sanction Letters, with

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liberty to the Directors of the Company to create in future any further or other charge on the said assets, as per details below:

| Name of Bank | Sanction Amount (Rs. Crore) |
|------------------------------------|-----------------------------|
| SBI | 37.80 |
| EXIM Bank | 20.00 |
| Kotak Mahindra Bank Ltd. New Delhi | 10.00 |

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.”

By order of the Board

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

Pranab Kumar Maity
Company Secretary &
Sr. Manager Legal

Dated: 30th May, 2016

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, annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from July 16, 2016 to July 22, 2016 (both days inclusive).
4. The Final Dividend, if sanctioned at the meeting, will be paid on and from August 2, 2016 to those members whose names appear on the Company’s register of members on July 15, 2016. In respect of the shares in electric 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, 2009, 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, 2009 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. H S Shashikumar does not hold by himself or for any other person on beneficial basis, any shares of the Company.
7. Details as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of Directors seeking reappointment at the Annual General Meeting have been given under the Corporate Governance Report and forms an integral part of the Notice.
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 36th 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 July 19, 2016 (9.00 am) and ends on July 21, 2016 (5.00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on July 15, 2016 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders”.
- (v) 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.

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- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the default sequence number 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. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii). |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Oriental Carbon & Chemicals Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Shareholders and Custodians
 - 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.
- (xxi) 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.

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- 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. July 15, 2016.
 - 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 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

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 Insoluble Sulphur manufacturing at Dharuhera for the financial year ending March 31, 2017 at a remuneration of Rs.1,30,000/- 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

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. 5.

Item No. 6

State Bank of India (SBI), Export Import Bank of India (Exim Bank) and Kotak Mahindra Bank Ltd (Kotak Bank) have sanctioned Term Loans of Rs.37.80 Crores, Rs. 20 Crore and Rs. 10 Crore respectively for part financing the Project cost for Phase-1 of Expansion of Insoluble Sulphur Plant at SEZ Mundra, Gujarat. As per the Bank's 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. These facilities are in addition to existing fund based and non fund based working capital facilities of 77.15 Crore and Term Loan (present outstanding Rs 42.26 Crore) from SBI and Term loan (Present outstanding Rs 4.98 Crore) from Exim Bank.

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 No. 6 of the annexed Notice is intended for this purpose. Your Directors recommend that the resolution be passed by Special Resolution.

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. 6.

The Board therefore, recommends the Resolution to be passed as Special Resolution by the Members.

By order of the Board

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

Pranab Kumar Maity
Company Secretary &
Sr. Manager Legal

Dated: 30th May, 2016

| |
|------------------------|
| 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* | |
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|-----------|--|
| Folio No. | |
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| | |
|------------|--|
| Client Id* | |
|------------|--|

| | |
|---------------|--|
| No. of Shares | |
|---------------|--|

NAME AND ADDRESS OF SHAREHOLDER

I hereby record my/our presence at 36th Annual General Meeting of the Company on Friday, the 22nd July, 2016 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 36th Annual General Meeting of the Company, to be held on Friday, the 22nd July, 2016 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 |
|------------------|--|-----|---------|
| ORDINARY: | | | |
| 1. | Adoption of Financial Statements for the year ended 31st March, 2016 | | |
| 2. | Approval of Final Dividend and confirm the payment of interim dividend on Equity shares for the year 2015-16 | | |
| 3. | Re-appointment of Mr. H S Shashikumar who retires by rotation | | |
| 4. | Ratification of Appointment of Auditors and fixing of their remuneration | | |
| 5. | Approval of the Remuneration of the Cost Auditor | | |
| SPECIAL: | | | |
| 6. | Approval under Section 180(a) of the Companies Act, 2013 | | |

Signed this day of2016.

.....
Signature of member

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

| |
|--|
| Affix revenue stamp of not less than ₹0.15 |
|--|

Notes:

- 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.**
- 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.