

ORIENTAL CARBON & CHEMICALS LIMITED

NOTICE

NOTICE is hereby given that the Thirty-seventh Annual General Meeting of the Shareholders of the Company will be held at Williamson Magor Hall (1st Floor), The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata - 700001 on Friday, the 28th July, 2017 at 10.30 A.M. to transact the following business::

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, and Reports of the Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and report of the Auditors thereon.
2. To confirm the interim dividend paid during the year and to declare a final dividend for the financial year ended March 31, 2017.
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 pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Registration No.000756N) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 42nd Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting) at such remuneration as may be fixed by the Board of Directors of the Company.”

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 Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. J K Kabra & Co., the Cost Auditors, appointed by the Board of Directors of the Company, for auditing the Cost Accounts of the Company in respect of the products, as applicable, for the year ending March 31, 2018 as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”
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 provisions of Section 20 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and relevant rules prescribed thereunder (including any amendment, statutory modification(s) or reenactment thereof for the time being in force) or any other applicable laws, the consent of the members be and is hereby accorded to authorize Mr. Arvind Goenka, Managing Director, Mr. Akshat Goenka, Jt. Managing Director, Mr. Anurag Jain, Chief Financial Officer and Mr. Pranab Kumar Maity, Company Secretary of the Company to charge from the members such amount as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Arvind Goenka, Managing Director, Mr. Anurag Jain, Chief Financial Officer and Mr. Pranab Kumar Maity, Company Secretary of the Company be and are hereby severally authorised to waive such fees from any member(s) (not being related party of the Company) of the Company and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”
7. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, consent of the Members, be and is hereby accorded to the reclassification of the status of Mr. Shreyans Goenka and Ms. Shreya Goenka holding 24568 (0.24%) and Nil Equity Shares respectively, from the ‘Promoter and Promoter Group’ shareholding of the Company to the ‘Public’ shareholding of the Company.

RESOLVED further that the Board of Directors of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper and expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By order of the Board

Pranab Kumar Maity
Company Secretary

Place: Noida
Date : May 23, 2017

ORIENTAL CARBON & CHEMICALS LIMITED

Notes:

1. **A Member entitled to attend and vote at the Annual General Meeting (the Meeting/AGM) is entitled to appoint a Proxy to attend and vote instead of himself/herself and such Proxy need not be a Member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.**
2. The Register of Members and the Share Transfer Books of the Company will remain closed from July 22, 2017 to July 28, 2017 (both days inclusive).
3. Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrars & Share Transfer Agents before the closure of the Register of Members for transfer registration.
4. The Final Dividend if confirmed at the meeting shall be credited/dispatched on or before August 7, 2017 to those members whose names appear on the Company's register of members on July 21, 2017 or their mandatees. 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. Members holding shares in dematerialized form should intimate to the concerned Depository Participant(s), the necessary bank account details. Members holding shares in physical form may intimate the Registrar and Share Transfer Agents, the necessary bank details for ECS credit directly to their bank accounts wherever ECS facility is available or for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants. In case of any change in the bank particulars, the change should be intimated to the Depository Participant(s), (in case of dematerialized shares) and the Registrar and Share Transfer Agents (in case of physical shares), immediately so that the changed particulars may be used for dividend payment.
6. The Final Dividend for the financial year ended 31st March, 2010 and Interim Dividend for the financial year ended 31st March, 2011, 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 124(5) of the Companies Act, 2013. Pursuant to provision of Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to Investor Education Protection Fund.
Members, who have not encashed their dividend warrants for the above mentioned dividends are requested to lodge their claims with the Company.
7. The Securities & Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Members are requested to register their email addresses with the Company or Registrar and Share Transfer Agents of the Company to investorfeedback@occlindia.com or kolkata@linkintime.co.in or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.
9. The Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copies of the said documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
10. Mr. J P Goenka does not hold by himself or for any other person on beneficial basis, any shares of the Company.
11. Details given under the Corporate Governance Report 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.
12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.
13. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
14. The Route Map to the venue of the Meeting is also annexed for the convenience of the Members.
15. **Voting through electronics means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management

ORIENTAL CARBON & CHEMICALS LIMITED

and Administration) Rules, 2013, the Company is pleased to provide members facility to exercise their right to vote at 37th 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 25, 2017 (9.00 am) and ends on July 27, 2017 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on July 21, 2017 (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.
- (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. <ul style="list-style-type: none">• 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

ORIENTAL CARBON & CHEMICALS LIMITED

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 Non-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.

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 21, 2017.

IV. Mr. Sahadeb Rath, a Practising Company Secretary (Membership No. ACS 13298) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM 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 24 hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 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 chemicals manufacture at Dharuhera for the financial year ending March 31, 2018 at a remuneration of Rs.1,35,000/- 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. The Board recommends the resolution set out at Item No. 5 for the approval of the Members 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. 5.

Item No. 6

Pursuant to the provisions of Section 20 of the Companies Act, 2013 read with the rules made thereunder a member may request for delivery of any documents through any particular mode as stated by the member of the Company for which he or she shall pay such fees as may be determined by the company with the consent of its members at Annual General Meeting.

In view of the same, it is considered proper to severally authorize Mr. Arvind Goenka, Managing Director, Mr. Akshat Goenka, Jt. Managing Director, Mr. Anurag Jain, Chief Financial Officer and Mr. Pranab Kumar Maity, Company Secretary of the Company to determine such fee as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members and also to waive off such fees from any member(s) (not being related party of the Company) as they may deem fit.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are any way concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of the accompanying Notice.

The Board recommends the ordinary resolution set out in Item No.6 of the Notice, for approval by the members.

ORIENTAL CARBON & CHEMICALS LIMITED

Item No. 7

In the disclosures being filed with the Stock Exchanges and other such communication and disclosures as required from time to time, the Promoter and Promoter Group Shareholding in the Company includes the shareholding of Mr. Shreyans Goenka, being 24568 equity shares respectively aggregating to 0.24% of the paid up capital of the Company. Though Mr. Shreyans Goenka and Ms. Shreya Goenka are falling under definition of 'Promoter' and 'Promoter Group' in terms of Regulations 2(1) (za) and 2(1) (zb) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, respectively, but they have informed their intention to re-classify themselves as Public Shareholders vide their letter dated February 09, 2016 and the Board of Directors of the Company, has duly approved the same.

In accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification. In keeping with the requirement of the Stock Exchanges, the Board recommends the resolution set out at Item No. 7 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. J.P. Goenka, Mr. Arvind Goenka and Mr. Akshat Goenka, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

By order of the Board

Place: Noida
Date: May 23, 2017

Pranab Kumar Maity
Company Secretary

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 37th Annual General Meeting of the Company on Friday, the 28th July, 2017 at 10.30 a.m. at Williamson Magor Hall (1st 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

Note:

Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue duly signed.

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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) NameAddress.....
 Email ID.....Signature..... or failing him/her
- 3) NameAddress.....
 Email ID.....Signature..... or failing him/her
- 3) NameAddress.....
 Email ID.....Signature..... or failing him/her

as my / our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company on Friday, the 28th July, 2017 at 10.30 a.m. at Williamson Magor Hall (1st 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:

Resolutions		For	Against
ORDINARY:			
1.	To receive, consider and adopt: a.the audited financial statements of the Company for the financial year ended March 31, 2017, and Reports of the Directors and Auditors thereon; and b.the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and Report of the Auditors thereon.		
2.	To confirm the interim dividend paid during the year and to declare a final dividend for the financial year ended March 31, 2017		
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 consider appointment of M/s. S S Kothari Mehta & Co., Chartered Accountant as a Statutory Auditor of the Company and to fix their remuneration.		
5.	Approval of the Remuneration of the Cost Auditor		
6.	To authorise Mr. Arvind Goenka, Managing Director, Mr. Anurag Jain, Chief Financial Officer and Mr. Pranab Kumar Maity, Company Secretary of the Company to charge from the members such amount as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members.		
SPECIAL:			
7.	To consider reclassification of status of Mr. Shreyans Goenka and Ms. Shreya Goenka from "Promoter & Promoter Group" shareholding of the Company to the "Public" shareholding of the Company.		

Signed this day of2017.

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Signature of member

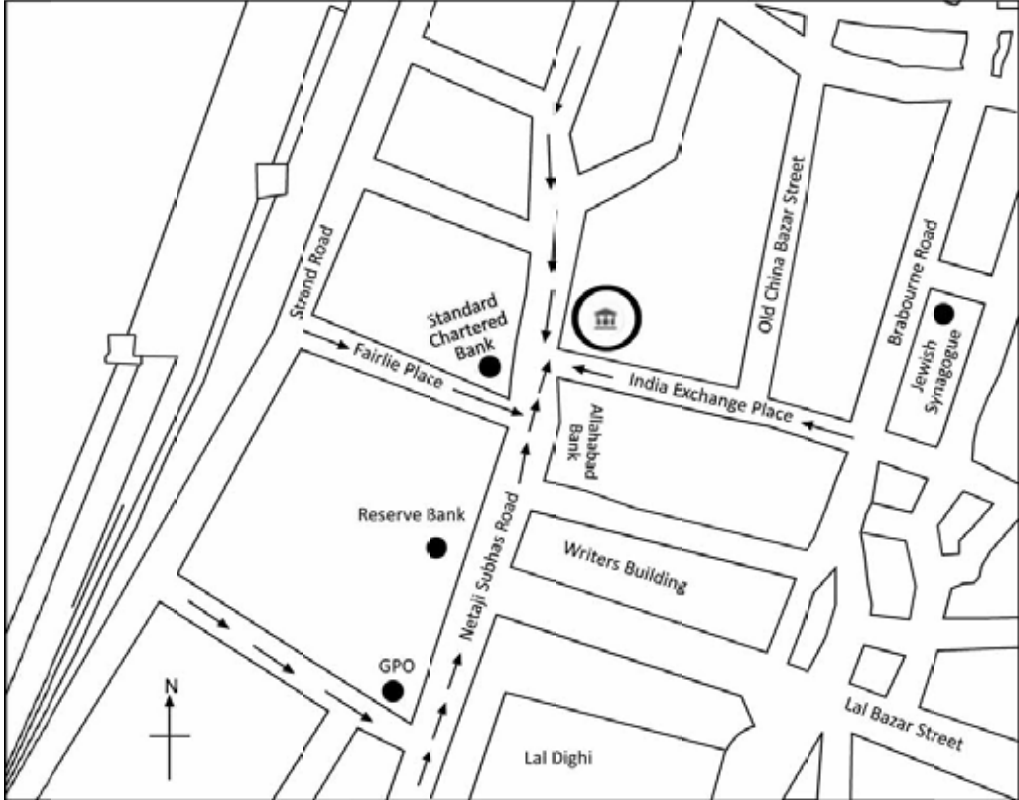
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Signature of proxy holder(s)

Affix revenue stamp of not less than ₹0.15
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Notes:

Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

Route Map to the AGM Venue



Williamson Magor Hall,
The Bengal Chamber of Commerce and Industry,
6 Netaji Subhas Road
Kolkata 700 001