

ORIENTAL CARBON & CHEMICALS LIMITED

[Corporate Identity Number (CIN) - L24297WB1978PLC031539]

Regd. Office : "Duncan House", 31, Netaji Subhas Road, Kolkata - 700 001

☎ : 091-033-2230-6831/6832, Fax No. : 091-033-22434772

E-mail : occl@cal2.vsnl.net.in, occlkol@gmail.com, Website : www.occlindia.com

August 16, 2016

The Manager

BSE Limited

Department of Corporate Services,

Floor 25, P. J. Towers,

Dalal Street

Mumbai - 400 001

The Manager

National Stock Exchange of India Ltd.

Exchange Plaza,

Bandra Kurla Complex

Bandra (E),

Mumbai - 400 051

The Manager

The Calcutta Stock

Exchange Ltd

6, Lyons Range

Kolkata – 700 001

Scrip Symbol/Code: NSE-OCCL, BSE-506579 and CSE-25065

Dear Sir/Madam,

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re: Proceedings of 36th Annual General Meeting

Pursuant to the Regulations 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the copy of the Minutes of the proceedings of 36th Annual General Meeting (AGM) of the Company held on Friday, July 22, 2016 at "ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India Exchange Place, Kolkata – 700 001.

Kindly acknowledge the receipt.

Yours faithfully,

For **ORIENTAL CARBON & CHEMICALS LIMITED**


Pranab Kumar Maity

COMPANY SECRETARY & SENIOR MANAGER-LEGAL

Encl: As above.

ORIENTAL CARBON & CHEMICALS LIMITED

Proceedings of the Thirty-sixth Annual General Meeting of the Shareholders of ORIENTAL CARBON & CHEMICALS LIMITED held at "ICC Auditorium" (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India Exchange Place, Kolkata-700 001 on Friday, the 22nd July, 2016 from 10.30 a.m. to 12.30 a.m.

PRESENT

DIRECTORS: MR. ARVIND GOENKA
MR. S J KHAITAN
MR. B B TANDON
MR. O P DUBEY
(Chairman of Audit and Remuneration Committees)
MR. K RAGHURAMAN
MR. H S SHASHIKUMAR
MRS. RUNA MUKHERJEE
MR. AKSHAT GOENKA

CHIEF FINANCIAL OFFICER: MR. ANURAG JAIN

SR. VICE PRESIDENT
(ACCOUNTS & FINANCE): MR. A. D. ALMEIDA

COMPANY SECRETARY &
SENIOR MANAGER LEGAL: MR. PRANAB KUMAR MAITY

STATUTORY AUDITORS: MESSRS SINGHI & CO.,
CHARTERED ACCOUNTANTS
REPRESENTED BY MR. GOPAL JAIN,
PARTNER

SECRETARIAL AUDITOR: MR. SAHADEV RATH

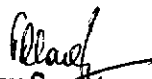
Two hundred and thirty six members present in Person including Authorised Representatives. Fifty nine Members present by Proxies representing 107 Equity Shares.

In the absence of Mr J P Goenka, the Chairman of the Board of Directors, Mr Arvind Goenka, a Director of the Company, be and is hereby elected Chairman of this meeting in accordance with Article 141 of the Articles of Association of the Company."

Mr. Arvind Goenka took the Chair and welcomed all those present to the 36th Annual General Meeting of the Company (AGM) of the Company.

CERTIFIED TRUE COPY-

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

The Chairman thereafter introduced all Directors on the dais to those present at the AGM.

The Chairman declared that the requisite quorum as per section 103 of the Companies Act, 2013, was present and declared the Meeting open.

He informed that the Register of Directors and Key Managerial Personnel of the Company maintained pursuant to Section 170 of the Companies Act, 2013 and Report of the Statutory Auditors and Secretarial Auditors, copies whereof were part of the Annual Report of the Company for the year 2015-2016 and other necessary documents remained open and accessible for inspection during the continuance of the Meeting.

The Chairman gave an overview of the Company's performance for the financial year ended 31st March, 2016 and its future outlook.

He then requested the Company Secretary to read the Auditors' Report.

The Chairman then took up the formal proceedings of the Meeting. With the concurrence of the members, the Notice convening the Meeting together with the Audited Financial Statements 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 were taken as read.

Thereafter, the Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided the remote e-voting facility to the Members in respect of all the Resolutions contained in the Notice of 36th Annual General Meeting. The remote e-voting commenced on July 19, 2016 at 9.00 a.m. and ended on July 21, 2016 at 5.00 p.m.

The Chairman advised that those members who had not been able to cast their votes by remote e-voting, may avail the facility of voting through physical ballot provided at the AGM venue, once the Resolutions as per the agenda are read.

The Chairman then took up the Agenda items as mentioned in the Notice and moved the following resolutions:

Resolution No. 1 (As an Ordinary Resolution)

“RESOLVED THAT the Audited Financial Statements for the year ended 31st March, 2016, and the Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and the Auditors

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

thereon as circulated to the members and laid at this meeting be and are hereby received, considered and adopted.”

Proposed by: Mr. Om Prakash Chandak

Seconded by: Mr. Subhadeep Mullick

The Chairman then invited questions from Members, which were dealt with by him with reference to the records readily available at the Meeting. The Chairman then took the consent of the Members to go to the next item.

Resolution No. 2 (As an Ordinary Resolution)

“RESOLVED that the payment of Interim dividend for the year ended 31st March, 2016 at the rate of Rs. 3/- per Share of Rs. 10/- each (30%) on 1,02,96,062 Equity Shares be and is hereby confirmed.

RESOLVED FURTHER that a Final Dividend for the year ended 31st March, 2016 at the rate of Rs. 5.50/- per share of Rs. 10/- each (55%) on 1,02,96,062 Equity Shares be and is hereby declared and made payable to the holders of Equity Shares whose names appeared on the Register of Members of the Company on 15th July, 2016.”

Proposed by: Mr. Bishwanath Agarwal

Seconded by: Mr. Subhadeep Mullick

The Chairman then took the consent of the Members to go to the next item.

Resolution No. 3 (As an Ordinary Resolution)

“RESOLVED that Mr. H S Shashikumar (holding DIN 06674954), who retires by rotation at this Meeting and being eligible, be and is hereby re-appointed as a Director of the Company.”

Proposed by: Mr. Mayank Saraogi

Seconded by: Mr. Om Prakash Chandak

The Chairman then took the consent of the Members to go to the next item.

Resolution No. 4 (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

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.



Company Secretary

held in the year 2017 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.”

Proposed by: Mr. Bishwanath Agarwal

Seconded by: Mr. Tarit Kumar Sinha

The Chairman then took the consent of the Members to go to the next item.

Resolution No. 5 (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.”

Proposed by: Mr. Vimal Kumar Nahata

Seconded by: Mr. Tarit Kumar Sinha

The Chairman then took the consent of the Members to go to the next item.

Resolution No. 6 (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

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

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 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	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.”

Proposed by: Mr. Vimal Kumar Nahata

Seconded by: Mr. Bishwanath Agarwal

The Chairman thereafter announced the commencement of voting through physical ballot on the Resolutions which had been proposed and seconded as required under the Secretarial Standard on General Meeting.

The Chairman advised that Mr. Sahadeb Rath, Practising Company Secretary has been appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting at the AGM through physical ballot, which would remain open upto 12.30 a.m., on completion of which the AGM would stand concluded.

The Scrutinizer Report dated July 22, 2016, inter alia containing combined results of remote e-voting and voting through physical ballot papers at the AGM Venue was presented to the Chairman on same day i.e. July 22, 2016, in terms of which all the Resolutions were approved with the requisite majority, as annexed, were declared on 25th July, 2016 at 11.00 a.m. at the Registered office of the Company at 4th Floor, Duncan House, 31, Netaji Subhas Road, Kolkata – 700001 alongwith the Scrutinizer Report were displayed on the Notice Board of the Company at its Registered Office and also posted on the website of the Company.

Sd/-

CHAIRMAN

Date: 16.08.2016

Place: New Delhi

Date of Entry: 12.08.2016

CERTIFIED TRUE COPY
ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

ANNEXURE

Ordinary Business

Item No.1

To receive, consider and adopt the audited Financial Statement of the Company for the year ended 31st March, 2016 including Consolidated Audited Financial Statements for the year ended on that date together with the Report of the Board of Directors and Auditors' Report thereon.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	34	6495089	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	50	6495396	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	33	6494909	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	49	6495216	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

Item No.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 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

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

Item No.2

To declare final dividend and to confirm the payments of interim dividend on Equity Shares for the year 2015-16.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	34	6495089	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	50	6495396	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

Item No.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.

i. Voted in favour of the resolution:

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	34	6495089	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	50	6495396	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

Special Business

Item No.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

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

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."

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	34	6495089	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	50	6495396	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

Item No.6

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

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

“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 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.”

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	32	6494975	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	48	6495282	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

		vote basis)		
Remote E-voting	3	119	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	3	119	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

CERTIFIED TRUE COPY

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary