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 : occlkol@gmail.com, investorfeedback@occlindia.com, Website : www.occlindia.com

February 25, 2019

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

Scrip Symbol/Code: NSE-OCCL and BSE-506579

Dear Sir/Madam,

Sub: Postal Ballot Notice and Form

Pursuant to the Regulations 30(2) read with Schedule III Part A Para A(12) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith a copy of Notice of Postal Ballot dated January 31, 2019 together with Postal Ballot Form being sent by the Company to Members whose names appear as beneficial owners at the end of business hours on Friday, February 15, 2019, as per the list furnished by Central Depository Services (I) Limited and National Securities Depository Limited in respect of shares held in electronic form and on the Register of Members of the Company as on Friday, February 15, 2019, in respect of shares held in physical form.

The said Notice of Postal Ballot seeks approval of Members vide Special Resolutions for: -

1. the continuation of directorship, effective April 1, 2019, of Mr. Brij Behari Tandon, Non-Executive Independent Director, who has attained the age of 75 years;

2. the continuation of directorship, effective April 1, 2019, of Mr. Om Prakash Dubey, Non-Executive Independent Director, who has attained the age of 75 years;

This is for your information and record.

Yours faithfully,
For **ORIENTAL CARBON & CHEMICALS LIMITED**

Pranab Kumar Maity
COMPANY SECRETARY

Encl: As above.

ORIENTAL CARBON & CHEMICALS LIMITED

Registered office: "Duncan House", 31 Netaji Subhas Road, Kolkata-700001

CIN: L24297WB1978PLC031539;**Tel:** 033 2230 6831/6832; Fax: 033 2243 4772

E-mail:investorfeedback@occlindia.com; **website**: www.occlindia.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, that the Resolutions appended below for continuation of Mr. Brij Behari Tandon & Mr. Om Prakash Dubey as Non Executive Independent Directors of the Company, pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India(Listing Obligations& Disclosure Requirements) (Amendment) Regulations 2018, are proposed to be passed as Special Resolutions by the Members of Oriental Carbon & Chemicals Limited (the "Company") by way of Postal Ballot including voting by electronic means ("**e-voting**").

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended along with a postal ballot form ("**Postal Ballot Form**"). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Pawan Kumar Sarawagi (Membership No. FCS 3381), of M/s. P Sarawagi & Associates, Company Secretaries, Kolkata, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on 27th day of March, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged M/s. Link Intime India Pvt. Ltd. (LIIPL) as the Agency to provide e-voting facility so as to enable the members to exercise their right to vote on proposed resolution by electronic means i.e., remote e-Voting Services.

Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the voting shall be declared on 29th March, 2019, and the said results would be displayed at the Registered Office of the Company, intimated to BSE Limited (BSE) and National Stock Exchange Limited (NSE), where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.occlindia.com and on the e-voting website of LIIPL www.instavote.linkintime.co.in.

PROPOSED RESOLUTIONS:

Item No.1 : AS A SPECIAL RESOLUTION:

"**RESOVED** that pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018, (to be effective from 01.04.2019) the approval of the Company be and is hereby accorded for continuation of Mr. Brij Behari Tandon (holding DIN 00740511), as a Non-Executive Independent Director of the Company, for the remaining period of his current tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the fore going resolution"

Item No. 2: AS A SPECIAL RESOLUTION:

"RESOVED that pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018, (to be effective from 01.04.2019) the approval of the Company be and is hereby accorded for continuation of Mr. Om Prakash Dubey (holding DIN 00228441), a sa Non Executive Independent Director of the Company for the remaining period of his current tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution"

By order of the Board

Pranab Kumar Maity
Company Secretary

Date:31.01.2019
Place: Noida

Registered office:
"Duncan House",
31 Netaji Subhas Road,
Kolkata-700001,
CIN: L24297WB1978PLC031539;
Tel: 033 2230 6831/6831; Fax: 033 2243 4772
E-mail:investorfeedback@occlindia.com;
Website:www.occlindia.com

NOTES FORMING PART OF NOTICE OF POSTAL BALLOT:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the proposed resolutions is annexed hereto.

2. The Notice of Postal Ballot is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 15th February, 2019 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date. The Voting Period begins on 26th February, 2019 at 9.00 a.m. and ends on 27th March, 2019 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the date of 15th February, 2019 may cast their vote electronically or submit their Ballot Form.

3. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effective the last date specified for receipt of duly completed Postal Ballot Form/e-Voting. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution by Postal Ballot and e-Voting are not less than three times the number of the votes, if any, cast against the Resolution by Members entitled to vote.

4. Shri Pawan Kumar Sarawagi, Practicing Company Secretary, has been appointed as a Scrutinizer for conducting the Postal Ballot.The Scrutinizer address is as below: -

   Shri Pawan Kumar Sarawagi
   Parctising Company Secretary
   Scrutinizer
   C/o. Link Intime India Pvt. Ltd
   59C, Chowringhee Road, Room No. 5, 3rd Floor
   Kolkata – 700020

5. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or any other person authorised by him in writing who will countersign the same. The Chairman or any other persons authorised by him, shall announce the results on 29th March, 2019 at 3.00 p.m. at the Registered Office of the Company at Duncan House, 31, Netaji Subhas Road, Kolkata – 700001. The result shall be communicated to the Stock Exchanges where shares of the Company are listed and shall also be intimated through a Press Release in newspapers. The results would be displayed on the Company's Notice Board at the Registered Office of the Company for three days and will also be put on the Company's website www.occlindia.com. The Resolutions, if approved, will be taken as passed effective on 26th February, 2019, being the last date specified for receipt of duly completed Postal Ballot Form/e-Voting.

6. E-Voting Instructions:

The Instructions for E-Voting are under:

The voting period begins on 26th February, 2019 at 9.00 a.m. and ends on 27th March, 2019 at 5.00 p.m During this period, Members of the Company, holding shares as on the cut-off date 15th February, 2019 may cast their vote electronically. Thee-Voting module shall be disabled by LIIPL for voting thereafter.

a) In case of Members' receiving e-mail from LINK

I) The Members should log on to the e-Voting https://instavote.linkintime.co.inwebsite .

ii) Click on "Login" tab available under "Shareholders' section.

iii) Entre your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

iv) Your User ID details are given below:

- **a. Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- **b. Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- **c. Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.

v) Your Password details are given below:

If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field
DOB/DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

Cast your vote electronically

vi) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

vii) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

viii) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

ix) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

x) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xi) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

7. Voting through Postal Ballot

Please read carefully the instructions printed in the reverse of the Postal Ballot and return the Ballot Form duly completed and signed in the attached self-addressed Pre-paid "Business Reply Envelope", so as to reach the Scrutinizer not later than 5.00 p.m. on 27th March, 2019. Please note that any postal ballot form(s) received after the said date and the time, will be strictly treated as if no such reply has been received.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body' login** for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us **:-** Tel : 022 - 49186000.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

Item No.1

Pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India(Listing Obligations& Disclosure Requirements) (Amendment) Regulations, 2018, notified on 9th May 2018, no Listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect by the Members of the Company.

Mr. Brij Behari Tandon (holding DIN 00740511), aged about 78 years is a post graduate in Economics and a graduate in law. He was a Member of Indian Administrative Services from 1965 to 2001.

Mr. Tandon has held top level posts in the Government of India (both Central and State). He retired as Chief Election Commissioner of India. He was also served as as Additional Secretary, Department of Company Affairs. During his tenure of Additional Secretary, he was also a Member of the Securities Exchange Board of India (SEBI) as "Special Invitee". At level of State Government, Mr. Tandon held the key post of Principal Secretary (Power) and Principal Secretary (Industries). He also served as Managing Director of various State Public Sector Undertakings like H P Mineral & Industrial Development Corporation and H P Agro Industries Corporation

Mr. Tandon holds directorship of the following companies:

- Birla Corporation Limited
- Jai Prakash Power Ventures Limited
- Oriental Carbon & Chemicals Ltd.
- Duncan Engineering Limited
- Exicom Tele-systems Limited
- Ambience Private Limited
- Filatex India Limited
- Jinbhuvesh Power Generations Ltd
- Extramarks Education Foundation

Neither Mr. Brij Behari Tandon nor any of his relatives holds any shares in the Company.

Mr. Brij Behari Tandon is not related to any Director and/or Key Managerial Personnel of the Company.

The Board considers that in view of his qualifications and vast experience in diverse fields, his continued association would be of immense benefit to the Company and it is desirable to avail services of Mr. Brij Behari Tandon as an Independent Director.

Accordingly, the Board recommends the resolution for continuation of Mr. Brij Behari Tandon as an Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Tandon, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in item No.1. This explanatory statement may also be regarded as a disclosure under Regulation17 (1A) of the SEBI Listing Obligation & Disclosure Requirements) (Amendment) Regulations 2018.

Item No.2

Pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India(Listing Obligations& Disclosure Requirements) (Amendment) Regulations, 2018, notified on 9th May 2018, no Listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect by the Members of the Company.

Mr. O.P. Dubey (Holding DIN 00228411), aged about 78 years is a Masters in Sociology and a graduatein Law. He began his career with Life Insurance Corporation, where he served for 36 years. He was a Member of the Governing Board and also a Professor at National Insurance Academy, Pune from November 2001 to November 2004. During his tenure with LIC of India, he was deeply involved in the area of general management, marketing, insurance, legal aspects and human resource development. Earlier he was on the Board of U P State Financial Corporation, NEDFI, Guwahati, Assam and Associated Cement Companies Limited (ACC). Before retiring from LIC of India in 2001, he was Zonal Manager in charge of Eastern Zone, Kolkata in the rank of Executive Director.

Presently he is a visiting faculty at various Management Institutes.

He is a Director in Oriental Carbon & Chemicals Limited and Duncan Engineering Limited.

Neither Mr. Dubey nor any of his relatives holds any shares in the Company.

Mr. O.P Dubey is not related to any Director and/or Key Managerial Personnel of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Mr. O.P. Dubey as an Independent Director.

Accordingly, the Board recommends the resolution for continuation of Mr. Om Prakash Dubey as an Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Dubey, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in item No.1. This explanatory statement may also be regarded as a disclosure under Regulation17 (1A) of the SEBI Listing Obligation & Disclosure Requirements) (Amendment) Regulations 2018.

By order of the Board

Pranab Kumar Maity
Company Secretary

Date:31.01.2019
Place:Noida

Registered office:
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Postal Ballot Form
(To be returned to Scrutinizer appointed by the Company)

Sr. No. :

1. Name(s) of Shareholder(s) :

2. Registered Address of the Sole/ First named Shareholder :

3. Joint Holder(s) :

4. Registered Folio No. /DPID No. / Client ID No.* (*Applicable to investors holding shares in demat Form) :

5. No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 31st January, 2019 by conveying my/our assent or dissent to the said resolutions by placing (√) mark at the appropriate box below.

Sr. No.	Description	No. of Share(s)	I/We assent to the Resolution	I/We dissent to the Resolution
1.	**Special Resolution:** Continuation of Mr. Brij Behari Tandon (holding DIN 00740511), as a Non-Executive Independent Director of the Company pursuant to Regulation 17(1A) of the SEBI (Listing Obligation & Disclosure Requirements) (Amendment) Regulations, 2018.			
2.	**Special Resolution:** Continuation of Mr. Om Prakash Dubey (holding DIN 00228441), as a Non-Executive Independent Director of the Company pursuant to Regulation 17(1A) of the SEBI (Listing Obligation & Disclosure Requirements) (Amendment) Regulations, 2018.			

Place :
Date :

_____
Signature of the Shareholder(s)

Electronic Voting Particulars

EVENT No.	User ID	PAN / Sequence Number

Note:

1) Kindly read the instructions printed overleaf before exercising the vote through this form or e-Voting
2) Last date of receipt of Postal Ballot Forms by Scrutinizer: Wednesday, March 27, 2019 up to 5:00 p.m.
3) Postal Ballot forms received after that date will be treated as if the reply from such Member/s has not been received.

GENRAL INSTRUCTIONS

A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form. The duly completed Postal Ballot Form should reach to the Scrutinizer, in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.

1	The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board
2	This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3	The voting period begins on **Tuesday, February 26, 2019 at 9.00 a.m.** and ends on **Wednesday, March 27, 2019 at 5.00 p.m.**
4	Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on **Wednesday, March 27, 2019**. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received.
5	There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
6	In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
7	A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.00 p.m. on **Wednesday, March, 27, 2019**.
8	Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. **Friday, February 15, 2019**.
9	Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self -addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10	The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11	Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

The result of the Postal Ballot will be displayed on the website of the Company: www.occlindia.com for the information of the Members.

The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.