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 28, 2020

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 30, 2020 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 21, 2020, 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 21, 2020, in respect of shares held in physical form.

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

1. Increase in borrowing limits of the Board of Directors of the Company.

2. Creation/modification of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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 the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards -2 (SS-2), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and other laws and regulations, as may be applicable from time to time, for seeking consent/approval of the Members of the Company to the Resolutions appended below, proposed to be passed as Special Resolutions by way of Postal Ballot/Electronic Voting (e-voting).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the proposed resolutions stating the material facts of the proposals and the reasons for which such resolutions are proposed, is annexed hereto, along with the Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") at its meeting held on January 30, 2020 have appointed Mr. Pawan Kumar Sarawagi (Membership No. FCS 3381) of M/s. P. Sarawagi & Associates, Practicing Company Secretaries, Kolkata as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by physical Postal Ballot Form or through e-Voting. In compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the Members with the facility to exercise their right to vote through electronic means i.e. e-voting services provided by Link Intime India Pvt. Limited (LIIPL). The e-voting period commences on Sunday, March 01, 2020, 9.00 a.m., and ends on Monday, March 30, 2020 at 5.00 p.m. Please read carefully the instructions for e-voting as printed in this Notice.

Members opting to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and return the same, in original, duly completed in the enclosed self-addressed postage prepaid business reply envelope so as to reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Monday, March 30, 2020, failing which it will be considered that no reply has been received from the Member. A Postal Ballot Form sent by the courier or by registered post / speed post or any other mode at the expense of the Member(s) will also be accepted. Members opting to exercise their vote by e-Voting are requested to read the instructions carefully under the heading 'E-Voting Instructions' as provided in the Notes forming part of this Notice.

After completion of scrutiny, the Scrutinizer shall submit his report to the Chairman and the results of voting by Postal Ballot will be announced by the Chairman or a person duly authorised by him, on Tuesday, March 31, 2020 at 5:00 p.m. at the registered office of the Company.

The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's website www.occlindia.com. The resolutions, if passed by requisite majority, through Postal Ballot shall be deemed to have been duly passed at a General Meeting of the members on the last date for receipt of duly completed Postal Ballot forms or e-voting i.e. March 30, 2020.

Members requiring any clarifications on e-voting may contact the Company Secretary on the number +91- 33-2230 6831 or by email: investorfeedback@occlindia.com.

SPECIAL BUSINESS :

To consider and if thought fit, to pass, the following resolutions as Special Resolutions :

Item No. 1 : Increase in borrowing limits of the Board of Directors of the Company :

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members at the Annual General Meeting of the Company held on July 30, 2014 and pursuant to the provisions of Sections 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, the Board of Directors of the Company (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) be and is hereby authorised to borrow any sum or sums of monies, from time to time, in both domestic and foreign currency, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total principal amount so borrowed together with the amount(s) already borrowed shall not exceed the aggregate of the paid up share capital, free reserves and securities premium of the company by more than Rs. 200 Crores (Rupees Two Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item No. 2: Creation/modification of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings:

"RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactments thereof, for the time being in force) read with the rules made hereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in domestic or foreign currency , from time to time, up to the borrowing limits approved or as may be approved by the members of the Company, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

By order of the Board

Date:30.01.2020
Place: Noida

Pranab Kumar Maity
Company Secretary
Membership No. : A20606

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

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 Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/Record of Depositories as at the close of business on Friday, February 21, 2020. The Postal Ballot Notice is being sent by E-mail to the Members whose email address is registered with the Company/Depository Participant(s) for communication. For Members who have not registered their email address, physical copy of the Postal Ballot Notice along with Business Reply Envelope is being sent. The Postal Ballot Notice may also be accessed on Company's website www.occlindia.com. Only those members whose names are recorded in Register of Members/Record of Depositories as on cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.

3. The Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

4. In case a shareholder is desirous of printed Postal Ballot Form or a duplicate thereof, he or she may send an email to the Company Secretary at investorfeedback@occlindia.com. The Registrar and Share Transfer Agent/Company shall forward the same along with the Business Reply to the Shareholder.

5. In compliance with Sections 108 to 110 of the Companies Act, 2013 and the Rules made thereunder the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the evoting facility arranged by Link Intime India Pvt. Ltd. (LIIPL). The instructions and process for e-voting is mentioned in this Notice.

6. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so as to reach not later than 5:00 p.m. on Monday, March 30, 2020. Postal Ballot Forms received after the aforesaid date and time will be considered as if no reply has been received from the Shareholder.

7. 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, PCS
   Scrutinizer
   C/o. Link Intime India Pvt. Ltd,
   Unit: Oriental Carbon & Chemicals Ltd.
   C-101, 247 Park, L B S Marg
   Vikhroli (W), Mumbai – 400083

8. E-Voting Instructions:

The Instructions for E-Voting are under:

The voting period begins on March 01, 2020 at 9.00 a.m. and ends on March 30, 2020 at 5.00 p.m During this period, Members of the Company, holding shares as on the cut-off date February 21, 2020 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 website https://instavote.linkintime.co.in.

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. **Members holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
b. **Members holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
c. **Members 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 Members 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 Members as well as physical Members). • 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 Members 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 Members 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 Members 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 Members 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'.

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

viii) 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.

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

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

9. 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 March 30, 2020. 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 Members:**

- Institutional Members (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, Members can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account
- In case the Members 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 Nos. 1 & 2:

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up share capital of the Company and its free reserves and securities premium requires the approval from the Members of the Company.

The members of the Company had vide resolution passed at the Annual General Meeting of the Company held on July 30, 2014, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company for the business of the Company not exceeding Rs.100 crore (Rupees One Hundred crore), over and above the aggregate of paid up share capital, free reserves and securities premium of the Company.

However, keeping in view Company's requirements to fund its growing activities and operations, the Board of Directors of the Company at its meeting held on 30th January, 2020, proposed to raise the existing borrowing limit from Rs.100 Crore (Rupees One Hundred crore) over and above the aggregate of paid up share capital, free reserves and securities premium of the Company to Rs.200 Crore (Rupees Two Hundred crore) over and above the aggregate of paid up share capital, free reserves and securities premium of the Company. According to the provisions of Section 180 (1)(c) of the Companies Act, 2013, borrowings by the Company in excess of the prescribed limits (i.e., in excess of its paid-up share capital, free reserves and securities premium) shall require approval of the Members by way of a Special Resolution.

In order to facilitate securing the borrowing made/to be made by the Company, it would be necessary to create charge/ mortgages/hypothecation on movable or immovable properties of the Company so as to secure the borrowings of the Company availed by it from time to time subject to the limits approved under Section 180(1)(c) of the Companies Act,2013. Under Section 180(1) (a) of the Companies Act, 2013, a special resolution is required to be obtained by the Company which provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Accordingly, the Board of Directors recommends the Special Resolutions set out in Item nos.1 & 2 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, finanacially or otherwise, in these resolutions except to the extent of their shareholding in the Company, if any.

By order of the Board

Date:30.01.2020
Place: Noida

Pranab Kumar Maity
Company Secretary

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

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

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

Sr. No.:

1.	Name and Registered Address of the Sole/First named Member (in Block Letter)	:	
2.	Name(s) of the Joint Member(s), If any	:	
3.	Registered Folio No. /DPID No. / Client ID No.* (*Applicable to investors holding shares in demat Form)	:	
4.	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 30th January, 2020 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:** Increase in borrowing limits of the Board of Directors of the Company.			
2.	**Special Resolution:** Creation/modification of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings			

Place :

Date :

_____
Signature of the Shareholder(s)

Electronic Voting Particulars

EVENT No.	User ID	Default PAN / Sequence Number
200020		

Notes :

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: Monday, March 30, 2020 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.

GENERAL 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. A Member may request for a duplicate Postal Ballot Form, if so required.
3	The voting period begins on **Sunday, March 01, 2020 at 9.00 a.m.** and ends on **Monday, March 30, 2020 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 **Monday, March 30, 2020**. 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	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 21, 2020**.
8	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.
9	The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
10	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.