



ORIENTAL CARBON & CHEMICALS LIMITED

14th Floor, Tower-B, World Trade Tower, Plot No. C-1, Sector-16, Noida - 201301, UP
Phone : 91-120-2446850 Email : occlnoida@occlindia.com
Website : www.occlindia.com



April 28, 2022

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 €,
Mumbai - 400 051

Code: 506579

Symbol: OCCL

Dear Sir/Madam,

Sub: Intimation regarding the proceedings of the National Company Law Tribunal convened Meeting of the Equity Shareholders of Oriental Carbon & Chemicals Limited ("Company") in terms of Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have enclosed herewith the summary of the proceedings of the National Company Law Tribunal ('NCLT'), Ahmedabad Bench, convened Meeting of the Equity Shareholders of Oriental Carbon & Chemicals Limited ('the Company') held on Thursday, April 27, 2023 through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') as **Annexure-'A'**.

Meeting: NCLT Convened Meeting of the Equity Shareholders of the Company

Day, Date and Time: Thursday, April 27, 2023, held at 3.00 p.m.

You are requested to take the above information on your record.

Thanking you,

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

Pranab Kumar Maity
COMPANY SECRETARY & GM-LEGAL

Encl: As above.

Registered Office :
Plot No. 30 - 33, Survey No. 77
Nishant Park, Nana Kapaya,
Mundra, Kachchh,
Gujarat -370415
CIN - L24297GJ1978PLC133845

Plants :
Plot 3 & 4 Dharuhera Industrial Estate, Phase - 1
Dharuhera - 123106, Distt. Rewari, (Haryana)
SEZ Division : Survey No. 141, Paiki of Mouje Village Mundra
Taluka Mundra, Mundra SEZ, District Kutch, Gujarat - 370421



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SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS OF ORIENTAL CARBON & CHEMICALS LIMITED, HELD PURSUANT TO ORDER DATED JANUARY 24, 2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH, (HEREINAFTER REFERRED TO AS 'NCLT') ON THURSDAY, APRIL 27, 2023, THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM'), DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO 30-33, SURVEY NO. 77, NISHANT PARK, NANA KAPAYA, MUNDRA, KACHCHH, GUJARAT - 370415, COMMENCED AT 03:00 P.M. AND CONCLUDED AT 3.47 P.M. (INCLUDING THE TIME ALLOWED FOR EVOTING AT THE MEETTNG)

1. Date and Quorum of the Meeting

The NCLT convened meeting of the Equity Shareholder of the Company was held through VC/OAVM on Thursday, April 27, 2023 at 03:00 P.M. in compliance with NCLT order dated January 24, 2023 vide order no. C.A.(CAA)/1(AHM)2023 and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, deemed to be held at the Registered office of the Company at Plot No 30-33, Survey No. 77, Nishant Park, Nana Kapaya, Mundra, Kachchh, Gujarat - 370415.

As per the Order of the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") dated January 24, 2023, (the "Order"), the quorum for this meeting has been fixed as per Section 103(1)(a)(iii) of the Companies Act, 2013. The meeting, as scheduled, started at 3.00 p.m. and as 112 shareholders were present at the time through VC, the Meeting constituted a valid quorum, as per the above directive of the NCLT.

Brief summary of the proceedings and details of items deliberated, post adjournment:

Mr. Pranab Kumar Maity, Company Secretary & GM – Legal, welcomed the Members attending the Meeting and briefed the Members about the general guidelines and procedure to be followed during the Meeting to ensure smooth and seamless conduct of the meeting. The Company Secretary confirmed that the requisite quorum is deemed to be present and requested the Chairperson of the Meeting appointed by the Hon'ble NCLT, Mr. Bimal Kumar Sipani, to proceed with the Meeting.

The Chairperson of the Meeting informed that the Meeting has been convened pursuant to Order of the Hon'ble NCLT for the purpose of considering and approving the Scheme of Arrangement. The Notice of Meeting of the Equity Shareholders dated March 27, 2023, convening the Meeting, as circulated to the Members, was taken as read.

Thereafter, the business as set out in the Notice of the Meeting of the Equity Shareholders of the Company, was transacted.

The Chairperson briefed the Members regarding the Scheme of arrangement between Oriental Carbon & Chemicals Limited ("Demerged Company" or "Company") and OCCL

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Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme") and explained on the following features of the Scheme:

- a) As part of an overall strategy for the optimum running, growth and development of the businesses of the Demerged Company, it is considered desirable and expedient to reorganise and reconstruct the Demerged Company by demerging its Chemical Business to the Resulting Company. This will result in the creation of two separate robust entities viz., the Resulting Company focusing exclusively on the Chemical Business and the Demerged Company shall continue to be in the business of investments and intends to initiate trading business such as commodity trading etc.
- b) The Scheme inter alia provides for the:
 - (i) demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a going concern basis and the consequent issue of equity shares by the Resulting Company; and
 - (ii) reorganisation of the authorised share capital of the Resulting Company and reduction and cancellation of the existing paid-up share capital of the Resulting Company.
- c) The Scheme is subject to receipt of approvals from the Tribunal and other regulatory authorities.
- d) In terms of the Scheme, the equity shareholders of the Company will receive consideration in the following manner:

"5 (Five) fully paid up equity share of INR 2/- each of the Resulting Company credited as fully paid up, for every 1 (One) fully paid up equity share of INR 10/- each of the Demerged Company"
- e) Considering the various factors, it is proposed to undertake the proposed Scheme

The Chairperson of the Meeting informed that pursuant to the order of NCLT, the meeting is conducted through audio-visual means enabled with e-voting. The facility to cast vote via remote e-voting was provided to Members from Sunday, April 23, 2023 at 9:00 A.M. IST to Wednesday, April 26, 2023 at 5:00 P.M. IST. E-voting facility is available at the Meeting and as mentioned in the Notice, at the end of discussion on the resolution on which the voting is to be held, there will be facility of e-voting at the e-voting platform of the Linkintime India Private Limited, for all those Members who participated in the Meeting but have not cast their votes by availing the remote e-voting facility.

Manner of approval proposed for the items as set out in the Hon'ble NCLT convened Shareholders Meeting

The Company, in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided remote e-voting facility to all its Members to cast their vote electronically.

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Members who were present at the Meeting, and who did not cast their vote by remote e-voting, were given the facility to cast their vote through e-voting at the Meeting.

Shareholders who had registered themselves as speakers were requested to ask questions and/or express their views, which were later appropriately responded by Mr. Anurag Jain, Chief Financial Officer of the Company.

The following item of business as set out in the Hon'ble NCLT convened Shareholders Meeting was recommended for members' consideration and approval:

Special Business:

- 1. To approve the Scheme of Arrangement between Oriental Carbon & Chemicals Limited and OCCL Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013**

Item No. 1 above requires approval by majority of Members representing three-fourth in value, i.e., by way of Special Resolution.

Result of the items deliberated:

The Chairman informed that Mr. Pawan Kumar Sarawagi, of M/s. P. Sarawagi & Associates, Practicing Company Secretaries, has been appointed as Scrutinizer for the purpose of scrutinizing the e-voting at the meeting and remote e-voting process.

The detailed results of the voting at the aforesaid Meeting along with the Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be submitted with BSE Limited and National Stock Exchange of India Limited, once the same is obtained by the Company from the aforesaid Scrutinizer. The voting results along with Scrutinizer's Report shall also be uploaded on the website of the Company and on the website of Link Intime India Private Limited (e-voting service provider). Further, the transcript of the Meeting shall also be uploaded on the website of the Company.

The Meeting concluded at 3.47 P.M., including the time allowed for e-voting at the Meeting i.e. 30 minutes after the proceedings of the Meeting, with a vote of thanks to the Chair.

This is for your information and records. Kindly acknowledge receipt of the same.

Yours faithfully,

For **ORIENTAL CARBON & CHEMICALS LIMITED**

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COMPANY SECRETARY & GM-LEGAL

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