



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, 2023

The Manager
BSE Limited
Department of Corporate Services,
Floor 25, P. J. Towers,
Dalal Street
Mumbai - 400 001
Code: 506579

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex
Bandra (E),
Mumbai - 400 051
Symbol: OCCL

Dear Sir/Madam,

Sub: Voting results of the National Company Law Tribunal, Ahmedabad Bench convened Meeting of the Equity Shareholders pursuant to Regulation 30 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers report

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following information in connection with the NCLT convened Meeting of the Equity Shareholders held on Thursday, April 27, 2023 at 03:00 P.M. ('NCLT convened Meeting') through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') in terms of Order dated January 24, 2023 of Hon'ble National Company Law Tribunal, Ahmedabad Bench.

1. Details regarding the Voting Results of the business transacted at the Meeting of the Equity Shareholders of the Company in the format prescribed pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) (**Annexure 'A'**)
2. Report dated April 28, 2023, from the Scrutinizer (**Annexure 'B'**).

The above Voting Results along with Scrutinizer Report are also being uploaded on the website of the Company www.occlindia.com

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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Annexure-‘A’

Details of Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Meeting of the Equity Shareholders of the Company, held pursuant to Order of Hon’ble NCLT, Ahmedabad Bench, dated January 24, 2023 (‘Meeting’)	
Date of Meeting	April 27, 2023
Total number of shareholders on record date, i.e. April 20 2023	19771
No. of shareholders present in the meeting either person or through proxy Promoter and Promoter Group: Public :	No Arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through Video Conferencing / Other Audio Video Means
No. of shareholders attended the meeting through Video Conferencing Promoter and Promoter Group: Public :	8 104

AGENDA - WISE DISCLOSURE

- 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

Resolution Required : (Ordinary/Special)		Special							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	Remote E-Voting	5171124	5171124	100.0000	5171124	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5171124	100.0000	5171124	0	100.0000	0.0000	0

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Public Institutions	Remote E-Voting	1441916	1315001	91.1982	1315001	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1315001	91.1982	1315001	0	100.0000	0.0000	0
Public Non Institutions	Remote E-Voting	3377052	10101	0.2991	9770	331	96.7231	3.2769	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		10101	0.2991	9770	331	96.7231	3.2769	0
Total		9990092	6496226	65.0267	6495895	331	99.9949	0.0051	0

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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, 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]

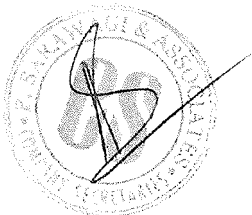
To,
Mr. Bimal Kumar Sipani
Chairperson appointed by the Hon'ble National
Company Law Tribunal, Ahmedabad Bench,
for the meeting of the Equity Shareholders of
Oriental Carbon & Chemicals Limited
(CIN : L24297G JI978PLC133845)
Plot No. 30-33, Survey No. 77, Nishant Park, Nana Kapaya,
Mundra, Kachchh, Gujarat -- 370415

Dear Sir,

Consolidated Report of the Scrutinizer on the results of e-voting, i.e., remote e-voting and voting through electronic means at the meeting of the Equity Shareholders of Oriental Carbon & Chemicals Limited, convened and held on 27th April, 2023 at 3:00 P.M through Video Conferencing/Other Audio Visual Means, pursuant to the directions of the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its Order dated 24th January, 2023, passed in the Company Application No. C.A.(CAA)/1(AHM)2023

I, CS Pawan Kumar Sarawagi, Proprietor of M/s. P. Sarawagi & Associates, Company Secretaries, had been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (the NCLT), for the purpose of scrutinizing the voting conducted through e-voting process i.e., remote e-voting and voting through electronic means at the NCLT convened meeting of the Equity Shareholders (the Meeting) of **Oriental Carbon & Chemicals Limited** (the Company), in a fair and transparent manner and ascertaining the results thereof, in respect of the Resolution proposed in the Notice dated 27th March, 2023, convening the Meeting on 27th April, 2023 at 3:00 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in pursuance of the directions issued by the Hon'ble NCLT vide its Order dated 24th January, 2023 (the NCLT Order) 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.

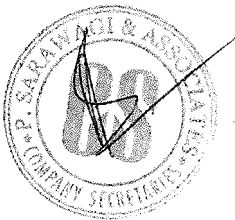
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Compliances with the NCLT Order, provisions of the Companies Act, 2013 and the rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the voting conducted through e-voting process i.e., remote e-voting and voting through electronic means at the Meeting by the Equity Shareholders of the Company on the Resolution contained in the Notice dated 27th March, 2023, are the responsibilities of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting processes, both through remote e-voting and voting through electronic means at the Meeting, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against", on the Resolution transacted at the Meeting, based on the reports generated from e-voting system provided by the Company's Registrar & Share Transfer Agents (RTA), Link Intime India Private Limited for remote e-voting as well as for e-voting at the Meeting.

I submit my report as under:

1. The Company has appointed Link Intime India Private Limited (LIPL) to provide and facilitate e-voting services to the Equity Shareholders of the Company to cast their votes through a secured electronic voting system on the Resolution contained in the Notice dated 27th March, 2023, transacted at the NCLT convened meeting on 27th April, 2023.
2. The Company has sent the Notice on 27th March, 2023 through electronic means, pursuant to the NCLT Order, Sections 108, 230(4) and other applicable provisions of the Companies Act, 2013 read with the applicable Rules made thereunder, applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to its Equity Shareholders whose e-mails were registered with the Company/ LIPL / the Depositories, as on 24th March, 2023. The Notice was also placed on the website of the Company, BSE Limited, National Exchange of India Limited and LIPL at www.occlindia.com, www.bseindia.com, www.nseindia.com and www.instavote.linkintime.co.in, respectively.
3. The remote e-voting period remained opened from 9:00 A.M. on Sunday, 23rd April, 2023 till 5:00 P.M. on Wednesday, 26th April, 2023. The Equity Shareholders holding shares as on the 'cut-off' date i.e. 20th April, 2023, were entitled to vote, through remote e-voting system as well as voting at the Meeting through electronic voting system, on the proposed Resolution as set out in the Notice dated 27th March, 2023. The Equity Shareholders who had cast their votes by remote e-voting



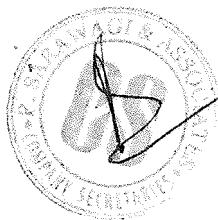
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were entitled to attend the Meeting, but neither allowed to change their votes subsequently nor allowed to cast their votes again at the Meeting.

4. The requisite advertisement pursuant to the NCLT Order and Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, was published on 28th March, 2023 in all India editions of the "Financial Express" (in English language) and in "Sandesh" (in Gujarati language).
5. The votes cast through remote e-voting and through e-voting at the Meeting, were unlocked, after conclusion of the Meeting at 3:47 P.M. on 27th April, 2023, in the presence of two witnesses, namely (1) Mr. Vineet Singh and (2) Mrs. Sushma Poddar, both of M/s. P. Sarawagi & Associates.
6. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and its RTA, with respect to number of shares held on 'cut-off' date i.e., 20th April, 2023 and authorisation lodged for the purpose.
7. Based on the details containing list of Equity Shareholders who have cast their votes on remote e-voting platform and the votes cast at the Meeting through e-voting system, as downloaded from the e-voting website of LIPL (www.instavote.linkintime.co.in and www.instameet.linkintime.co.in), the consolidated results on the voting on the following Resolution, are given below:

Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble jurisdictional National Company Law Tribunal ("Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason



whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Oriental Carbon & Chemicals Limited and OCCL Limited and their respective shareholders and creditors ("Scheme"), be and is hereby approved.

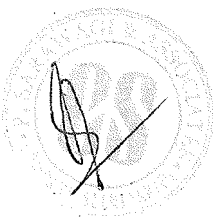
RESOLVED FURTHER THAT *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

Results of total votes cast on the above Resolution :

Total Votes cast Through	In Favour		Against		Total Votes	
	No. of Equity Shareholders	No. of votes cast	No. of Equity Shareholders	No. of votes cast	No. of Equity Shareholders	No. of votes cast
Remote e-voting	127	64,95,895	3	331	130	64,96,226
E-voting at the Meeting	-	-	-	-	-	-
Total Votes cast	127	64,95,895	3	331	130	64,96,226
Less: Invalid Votes	-	-	-	-	-	-
Total Valid Votes	127	64,95,895	3	331	130	64,96,226
%age of total valid votes		99.995		0.005		100.000

Face Value of Equity Shares is Rs.10/- each, fully paid-up.

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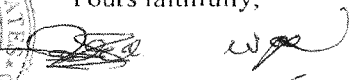


P. SARAWAGI & ASSOCIATES
COMPANY SECRETARIES


8. All relevant documents and records relating to e-voting shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Meeting and thereafter, I shall return these documents and records to the Company Secretary of the Company.



Yours faithfully,


(Pawan Kumar Sarawagi)
Company Secretary in Practice
Membership No. : FCS-3381
Certificate of Practice No. 4882
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381E000213899

Counter signed by


(Bimal Kumar Sipani)
Chairperson
appointed by the Hon'ble National Company
Law Tribunal, Ahmedabad Bench

Kolkata, 28th April, 2023