



# ORIENTAL CARBON & CHEMICALS LIMITED

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



April 28, 2022

**The BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai – 400 001  
[Scrip Code: 506579]

**National Stock Exchange of India Ltd**

Exchange Plaza, 5th Floor, Plot No.C/1,  
G Block, Bandra Kurla Complex, Bandra  
Mumbai –400 051  
[Scrip Code: OCCL]

**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") w.r.t proceedings of the Postal Ballot.**

Dear Sir/ Madam,

Pursuant to the Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of the special resolution passed for shifting the registered office of the Company from the State of West Bengal to the State of Gujarat through Postal Ballot by remote e-voting on 27.04.2022.

The above is for your information and record.

Thanking You,

Yours faithfully,

**For Oriental Carbon & Chemicals Limited**

Pranab Kumar Maity  
**Company Secretary & GM Legal.**

**Registered Office :**  
"DUNCAN HOUSE"  
31, Netaji Subhas Road  
Kolkata - 700 001  
CIN: L24297WB1978PLC031539

**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, Gujrat - 370421

**PROCEEDINGS OF THE SPECIAL RESOLUTION PASSED FOR SHIFTING THE REGISTERED OFFICE OF ORIENTAL CARBON & CHEMICALS LIMITED ('COMPANY') FROM THE STATE OF WEST BENGAL TO THE STATE OF GUJARAT THROUGH POSTAL BALLOT BY REMOTE E-VOTING ON 27.04.2022.**

Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (SS-2), as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meeting/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, in view of the COVID-19 pandemic (collectively referred to as 'MCA Circulars') and other applicable laws, regulations, circulars, notifications (including any statutory modification or re-enactment thereof for the time being in force), the Company had issued a Postal Ballot Notice dated March 23, 2022 (**'Notice'**) to obtain approval of shareholders by way of special resolution through Postal Ballot by remote e-voting for shifting of the registered office of the Company from the State of West Bengal to the State of Gujarat.

In compliance with the aforesaid Circulars, the Postal Ballot Notice was sent only through electronic mode to those Shareholders whose e-mail addresses were registered with the Company/ Depositories/ Registrar and Share Transfer Agent ('RTA') as on the cut-off date March 25, 2022.

The Notice was also available on the Company's website, [www.occlindia.com](http://www.occlindia.com) and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Private Limited ("**LI IPL**"), the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at <https://instavote.linkintime.co.in/>. In view of the aforesaid Circulars, the voting through the physical Postal Ballot Form was not applicable.

The Company had availed the services of LI IPL to provide the remote e-voting facility to the equity shareholders of the Company for the resolution proposed in the Notice.

The members of the Company holding shares as on the Cut-off date were entitled to vote by way of assent or dissent on the resolution as set out in the Notice.

The advertisement containing the relevant details as required by the Companies (Management and Administration) Rules, 2014 as amended from time to time, was published on March 29, 2022 in Business Standard (English Language) all editions, and Ajjkal (Bengali Language).



The e-voting facility to facilitate the shareholders of the Company as on the Cut-off date, was commenced from Tuesday, March 29, 2022 (9:00 a.m. IST) and ended on Wednesday, April 27, 2022 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company at its meeting held on 23rd March 2022, 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 through Remote e-voting process in a fair and transparent manner.

Mr. Pawan Kumar Sarawagi (Membership No. FCS 3381), of M/s. P Sarawagi & Associates, Company Secretaries, had submitted the report on April 28, 2022 to Mr. Pranab Kumar Maity, Company Secretary of the Company.

The results relating to the Postal Ballot through e-voting are set out in the table below:

Voted through e-voting	Total Votes		Invalid Votes		Total Valid Votes		%age of total valid votes
	No. of Members voted	No. of total votes cast	No. of Members	No. of invalid votes	No. of Members	No. of valid votes cast	
In Favour	60	63,17,818	--	–	60	63,17,818	99.9997
Against	5	22	--	--	5	22	0.0003
<b>Total</b>	<b>65</b>	<b>63,17,840</b>	<b>–</b>	<b>–</b>	<b>65</b>	<b>63,17,840</b>	<b>100.0000</b>

On the basis of the report of the Scrutinizer, Mr. Pranab Kumar Maity declared the results of the Postal Ballot by e-voting on Thursday, April 28, 2022.

The voting results of the Postal Ballot along with the Scrutinizer's report has been placed on the website of the Company at [www.occlindia.com.com](http://www.occlindia.com.com) and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of LIPL, the agency engaged by the Company for providing the facility of remote e-voting to the Members of the Company at <https://instavote.linkintime.co.in/>.

On the basis of the Scrutinizer's report, the Resolutions as mentioned in the Notice has been duly approved by the Members and shall be deemed to have been passed on April 27, 2022, the last date of e-voting.

The resolution passed is as under:

“RESOLVED THAT pursuant to the provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to the

*Pranab*

Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded for shifting the Registered Office of the Company from the **“State of West Bengal”** to the **“State of Gujarat”** and consequently, to substitute and replace the existing Clause 2 of the Memorandum of Association of the Company by the following Clause :

*“2. The Registered Office of the Company will be situated in the State of Gujarat.”*

**RESOLVED FURTHER THAT** the Operational & Finance Committee of the Board of Directors of the Company be and is hereby authorised to finalize the address of Registered Office of the Company in the State of Gujarat, as they may consider appropriate.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things (including delegation of all or any of its powers herein to any of its Committee, Directors, Company Secretary or any other officer(s)) as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

**For Oriental Carbon & Chemicals Limited**



Pranab Kumar Maity  
**Company Secretary & GM Legal.**