



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



May 25, 2023

The Manager

BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai - 400 001
Email: corp.relations@bseindia.com
BSE Scrip Code: **506579**

The Manager

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051
Email: cmlist@nse.co.in
NSE Symbol: **OCCL**

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023

Dear Sir/ Madam,

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2023.

You are requested to take the above information on records.

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

**SECRETARIAL COMPLIANCE REPORT OF
ORIENTAL CARBON & CHEMICALS LIMITED
FOR THE YEAR ENDED MARCH 31, 2023**

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of
India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, P. Sarawagi & Associates, Company Secretaries, have examined :

- (a) all the documents and records made available to us and explanation provided by **Oriental Carbon & Chemicals Limited** (CIN: L24297GJ1978PLC133845) (“the Listed Entity”),
- (b) the filings/ submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 (“Review Period”), in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include :

- (a) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI LODR Regulations, 2015);
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

Contd.2



(2)

- (g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder and based on the above examination, we hereby report that during the Review Period :

- (a) The specific Regulations mentioned above in (b) and (d) to (f) were not applicable to the Listed Entity and that the Listed Entity has complied with the applicable provisions of the specific Regulations mentioned above in (a), (c), (g) and (h) and the circulars/guidelines issued thereunder, except in respect of matter specified below :

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by
(1)	(2)	(3)	(4)	(5)
1.	With effect from April 1, 2022, the Listed Entity requires to make half yearly disclosure of related party transactions (RPT) within 15 days from the date of publication of the standalone and consolidated financial results, in the SEBI's prescribed format.	Regulation 23(9) of the SEBI LODR Regulations, 2015, as amended with effect from April 1, 2022.	The disclosure of RPT for the half year ended March 31, 2022 was made by the Listed Entity on June 13, 2022 i.e., beyond 15 days from the date of approval of financial statements on May 24, 2022.	BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE)

Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
(6)	(7)	(8)	(9)	(10)	(11)
Imposed fine as per SEBI circular no. SEBI/HO/C FD/CMD/ CIR/P/2020/ 12 dated January 22, 2022	Delay in disclosure of RPT for the half year ended March 31, 2022	Rs.25000/- plus GST imposed each by BSE and NSE	As mentioned in column no. 4	The amendment in Regulation 23(9) with regard to disclosure of half yearly RPT with 15 days is effective from April 1, 2022, as such, applicable for the RPT for the period on or after April 1, 2022.	The Listed Entity has made the applications to BSE and NSE for waiver of the fine on the ground mentioned in column no. 10.

Contd.3



(3)

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports : There was no such observation in the Report for the year ended March 31, 2022 which requires any action to be taken by the Listed Entity.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by
(1)	(2)	(3)	(4)	(5)
----- Not Applicable -----				

Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
(6)	(7)	(8)	(9)	(10)	(11)
----- Not Applicable -----					

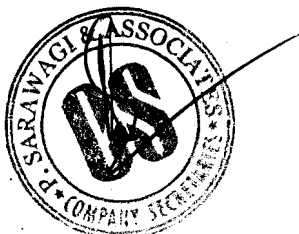
- (c) The terms of re-appointment of the Statutory Auditors, inter-alia, are in line with the provisions of para 6(A) and 6(B) of the SEBI's Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.
- (d) The additional affirmations in terms of the Circulars issued by the BSE Limited and the National Stock Exchange of India Limited on 16 March 2023 & 10 April 2023 are appended below for the Review Period :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Complied with applicable Secretarial Standards issued by the ICSI and notified by the Central Government.
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	Yes Yes	



Contd.4

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed Entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	<p>Yes</p> <p>Yes</p> <p>No</p>	<p>Some of the web-links provided in the Corporate Governance Report for the year 2021-22 were of the Home Page or Investors Relationship Page on the website and not of any specific document/section.</p>
4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	<p>Yes</p> <p>Yes</p>	
6	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
8	<p><u>Related Party Transactions:</u></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	<p>Yes</p> <p>NA</p>	<p>Please refer 8(a)</p>
9	<p><u>Disclosure of events or information:</u></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Listed Entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	No	<p>Please refer the details mentioned in the table under Point (a) on page 2 above.</p>
12	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	

For P. SARAWAGI & ASSOCIATES
 Company Secretaries



(Handwritten Signature)

(P.K. Sarawagi)
 Proprietor

Membership No. FCS-3381
 Certificate of Practice No. : 4882
 Peer Review Certificate No. 1128/2021
 ICSI UDIN : F003381E000334118

Place : Kolkata
 Date : May 19, 2023