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: occl@cal2.vsnl.net.in, occlkol@gmail.com, Website: www.occlindia.com

Date: 05.11.2018

To.

BSE Limited,

Department of Corporate Services,

P.J. Towers, Dalal Street,

Mumbai- 400 001 Scrip Code: 506579 To,

National Stock Exchange of India Limited,

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

Scrip Code: OCCL

Sub: <u>Buyback of equity shares of Oriental Carbon & Chemicals Limited</u>
("Company") from the Open Market through Stock Exchanges

In accordance with the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, we enclosed herewith the copy of Public Announcement ["PA"] published in all editions of Business Standard (English Daily), all editions of Business Standard (Hindi Daily) & Ekdin (Bengali Daily) on Monday, 05.11.2018, in relation to buyback of equity shares of the Company. The same is also available on Website of Company, i.e., www.occlindia.com.

With reference to above, we are enclosing herewith the soft copy of Public Announcement in Compact Disc containing PA in PDF Format for your kind perusal.

Thanking You.

Yours faithfully,

For Oriental Carbon & Chemicals Limited

Pranab Kumar Maity Company Secretary

Encl: as stated



Part A - Disclosures in accordance with Schedule I of the Buyback Regulations.

ne proviso to the Regulation 4(iv) of the Buyback Regulations.

Seventy Four) Equity Shares based on the Maximum Buyback Price.

Obligations and Disclosure Requirements) Regulations, 2015.

NECESSITY FOR THE BUYBACK AND DETAILS THERE OF:

The Maximum Buyback Price excludes the Transaction Costs.

Size) but will always be subject to the Maximum Buyback Size.

Shares") based on the Maximum Buyback Price.

the Buyback period.

A. Promoters& Promoter Group:

Cosmopolitan Investments Limited

Duncan International (India) Limited

Haldia Investment Company Limited

Directors of the Promoters & Promoter

Disciplined Investments Limited

01.11.2018, except the following:

Aggregate Number of

equity shares purchased

7000

Aggregate Number of

equity shares purchased

3000

Aggregate Number of

equity shares purchased

10000

(c) M/s. New India Investment Corporation Limited

(b) M/s. Cosmopolitan Investments Limited

(a) M/s. Haldia Investment Company Limited

Group Companies:

Anurag Jain

New India Investment Corporation Ltd.

Apama Goenka

Arvind Goenka

Akshat Goenka

Name

Shares of the Company through the Buyback.

preceding the date of the Board Meeting.

with the Buyback Regulations.

1. DETAILS OF THE BUY BACK OFFER AND OFFER PRICE:

in Schedule IV to the Buyback Regulations.

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY

1.1. Pursuant to article 33 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, and all

other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures)

Rules, 2014 and other applicable Rules thereunder, each as amended from time to time (the "Companies Act") (including

any re-enactment of the Companies Act or enactment of any rules framed thereunder from time to time). and the

provisions of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, the Board of

Directors of the Company at their meeting held on 01.11.2018 (the "Board Meeting"), approved the buyback of the fully

paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company (the "Equity Shares") from

the Members/ beneficial owners, other than those who are Promoters or Persons in Control of the Company (hereinafter

collectively referred to as the "Promoters") and Promoter Group, from the open market through stock exchange

to as the "Stock Exchanges") for an aggregate amount not exceeding Rs. 3500 Lakhs (Rupees Three Thousand Five

One Hundred Fifty Only) per Equity Share (the "Maximum Buyback Price"), payable in cash (the process being referred

hereinafter as "Buyback"). The Maximum Buyback Size does not include brokerage, costs, fees, turnover charges

In accordance with Regulation 15 of the Buyback Regulations the Company shall utilize at least 50% of the Maximum

Buyback Size i.e. Rs.1750 Lakhs (Rupees One Thousand Seven Hundred Fifty Lakhs Only) ("Minimum Buyback Size")

and the Company accordingly will purchase a minimum of 152174 (One Lakh Fifty Two Thousand One Hundred

The Board (or a Committee duly constituted by the Board to exercise its powers in relation to the Buyback, i.e., the

Buyback Committee), shall determine, at its discretion, the time frame for completion of the Buyback and may close

the Buyback (which shall not be longer than (6) six months from the date of opening of the Buyback or such other

period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the

appropriate authorities) after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum

Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completing all

Shares"), which does not exceed 25% of the total paid up equity share capital of the Company. If the Equity Shares

are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could

exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always

be subject to the Maximum Buyback Size. The Company shall, during the Buyback period and upon completion thereof

comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up Equity

Share capital of the Company as provided under Regulation 38 of the Securities and Exchange Board of India (Listing

source as may be permitted under Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations

and shall be from the open market through the Stock Exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations. The Company shall not Buyback through

1.5. The Buyback will be implemented by the Company out of its securities premium account, free reserves or such other

become transferable, as applicable. There are no partly paid-up Equity Shares with calls in arrears in OCCI

websites of Stock Exchanges, (i.e., www.bseindia.com and www.nseindia.com).

BASIS FOR ARRIVING AT THE MAXIMUM BUYBACK PRICE AND OTHER DETAILS:

1.6. A copy of this Public Announcement is available on the Company's website (i.e., www.occlindia.com) and will also be

assumption that the Company would earn similar profits as in the past, and enhanced return on equity capital. The

Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash

requirements for business operations. Thus, the Board at its meeting held on 01.11.2018. considered the accumulated

free reserves as well as the cash liquidity reflected in the audited accounts as on 31.03.2018, on standalone and

consolidated basis respectively, and considering these, the Board decided to allocate a sum of Rs. 3500 Lakhs (Rupees

been arrived at after considering various factors, including average of the weekly high and low of the closing share

high and low of the closing prices of the Equity Shares on the BSE and NSE, respectively, during the two weeks

may be directed by the appropriate authorities, and achievement of the Minimum Buyback Size, the actual time frame

and the price for the Buyback will be determined by the Board/ Buyback committee, at their discretion, in accordance

However, in accordance with the regulation 19(iii) of the Buyback Regulations, Buyback price for the Equity Shares

3.4. At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares

bought back would be 3,04,347 (Three Lakh Four Thousand Three Hundred Forty Seven Only) Equity Shares. If the

Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares

bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback

Thousand Seven Hundred Fifty Lakhs Only) towards the Buyback and the Company will accordingly purchase a

The actual number of Equity Shares bought back will depend upon the actual price paid for the Buyback, excluding

to the Maximum Buyback Size. The actual reduction in outstanding number of Equity Shares would depend upon the

total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during

Category

Promoters

Promoters

Promoters

Promoter Group

Promoter Group

Promoter Group

Promoter Group

Promoter Group

 $4.2. \quad \text{None of the persons mentioned in Paragraph 4.1 above has purchased/ sold any Equity Shares of the Company (either the Company for t$

Maximum Price

(Rs.)

1199.13 per share

Maximum Price

(Rs.)

1206.16 per share

Maximum Price

1206.21 per share

through the stock exchanges or off market transactions) during the six months preceding the Board Meeting held or

Date of

Maximum price

06.08.2018

Date of

Maximum price

03.08.2018

Date of

Maximum price

08.08.2018

4. DETAILS OF PROMOTERS AND PROMOTER GROUP'S SHAREHOLDING AND OTHER DETAILS:

the Transaction Costs paid for the Equity Shares bought back, and the aggregate amount paid in the Buyback, subject

minimum of 1,52,174 (One Lakh Fifty Two Thousand One Hundred Seventy Four) Equity Shares ("Minimum Buybae

3.5. Further, the Company shall utilize at least 50% of the Maximum Buyback Size i.e. Rs.1750 Lakhs (Rupees One

price of the Equity Shares on the Stock Exchanges (till 31.10.2018), the net worth and performance of the Company

3.2. The Maximum Buyback Price represents a premium of 17.78% and 17.94% compared to the average of the weekly

1.4. The indicative maximum number of Equity Shares to be bought back at the Maximum Buyback Size and the Maximum

formalities in this regard, in accordance with the Companies Act and/or Buyback Regulations.

taxes such as Securities Transaction Tax, Goods and Services Tax (if any), Stamp Duty and other transaction charges

ORIENTAL CARBON & CHEMICALS LIMITED



financing the Buyback

· ·	(d)	Mr. Anurag Jain, Director of M/s. Cosmopolitan Investments Limited and Haldia Investment Co. Ltd.:								
SHARES OF M/S. ORIENTAL CARBON & CHEMICALS LIMITED.		Aggregate Number of	Maximum Price	Date of	Minimum	Date of	Ī			
This Public Announcement ("Public Announcement") is being made in relation to the Buyback of Equity Shares of M/s.		equity shares purchased	(Rs.)	Maximum price	Price (Rs.)	minimum price	1			
Oriental Carbon & Chemicals Limited ("Company" or "OCCL") from the open market through stock exchange mechanism,		200	1000.25 per share	21.09.2018	990.10 per share	21.09.2018	Ī			

 $4.3. \quad \text{Non-Participation by Promoters and Promoter Group: As per Regulation 16(ii) of the Buyback Regulations, the algorithm of the promoter of the promot$

9.1. The actual number of Equity Shares bought back will depend upon the actual price paid for the Buyback, excluding the Transaction Costs paid for the Equity Shares bought back, and the aggregate amount paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in outstanding number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback

per Regulation 24(i)(e) of the Buyback Regulations, the Promoters and Promoter Group or their associates shall no

OFFER FOR BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES:

pursuant to the provisions of Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buyback Regulations") and, inter-alia, contains the disclosures as specified Buyback shall not be made from Promoters and Promoter Group or persons in control of the Company, Further, as

No Defaults:

deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or offmarket transactions (including inter-se transfer of Equity Shares among the Promoters& Promoter Group) from the date of the Board meeting till the date of the completion of the Buyback.

The Company confirms that there are no defaults (either in the past or subsisting) in repayment of deposits, interest

payment thereon, redemption of debentures or preference shares, payment of dividend to any member, or repayment of term loans or interest payable thereon to any financial institution or any bank/banking company. Confirmation by the Board of Directors:

The Board has confirmed in their Board Meeting that they have made full inquiry into the affairs and prospects of the

Company and that they have formed the following opinion: i) that immediately following the date of the Board Meeting

there will be no grounds on which the Company could be found unable to pay its debts; ii) as regards the Company prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention respect to the management of the Company's business during the year following the date of this board meeting mechanism i.e., using the electronic trading facilities of the BSE Limited ("BSE") and the National Stock Exchange of and to the amount and character of the financial resources which will in the Board's view be available to the Company India Limited ("NSE"), where the equity shares of the Company are presently listed (hereinafter collectively referred

during that year, the Company will be able to meet its liabilities as and when they fall due and the Company will no

ndered insolvent within such one year period from the date of the Board Meeting; and iii) in forming an opinior Hundred Lakhs Only) (the "Maximum Buyback Size"), and at a price not exceeding Rs. 1150/- (Rupees One Thousand

as aforesaid, the Board has taken into account the liabilities of the Company as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

Report by the Company's Statutory Auditor: The text of the report dated 01.11.2018 received from M/s. S S Kothari

(collectively referred to as "Transaction Costs"). The Maximum Buyback Size represents 9.60% and 9.84% of th Mehta & Co., Chartered Accountants, the Statutory Auditor of the Company, addressed to the Board of Directors is aggregate of the Company's total paid-up equity share capital and free reserves based on the standalone audited reproduced below: financial statements and consolidated audited financial statements of the Company respectively, as at 31.03.2018 (being the latest available audited financial statements of the Company) which is less than 15% of the total paid-up

"Quote: equity share capital and free reserves of the Company on a standalone and consolidated basis in accordance with The Board of Directors, M/s. Oriental Carbon & Chemicals Limited,

> Sub: Statutory Auditor's Report in respect of proposed buy back of equity shares by Oriental Carbon & Chemicals Limited ('the Company') in terms of clause (xi) of Schedule I of Securities and Exchange Board of

Duncan House, 31, Netaji Subhas Road, Kolkata-700001

of the Board of Directors with respect to proposed buy back.

Management Responsibility

Auditor's Responsibility

India (Buy-back of Securities) Regulations, 2018 (the "Buyback Regulations") This Report is issued in accordance with the terms of our service scope letter engagement dated October 31, 2018 with Oriental Carbon & Chemicals Ltd.

The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at

its meeting held on November 01, 2018 in pursuance of the provisions of Sections 68, 69 and 70 of the Companies

Act, 2013 (the "Act") and the Buyback Regulations. We have been requested by the management of the company to provide a report on the accompanying statement of permissible capital payment (including premium) ('Annexure A') as at March 31, 2018 (hereinafter referred to as the "statement"). This statement has been prepared by the management, Buyback Price is 304347 (Three Lakhs Four Thousand Three Hundred Forty Seven) Equity Shares ("Maximum Buyback which we have initiated for the purpose of identification only.

The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance

with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of

the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant

supporting records and documents. This responsibility includes the design, implementation and maintenance of internal

control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation

and making estimates that are reasonable in the circumstances. The Board of directors is responsible to make full inquiry into the affairs and prospects of the company and to form an opinion that the company will not be rendered insolvent within a period of one year from the date of the resolution

negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangements. Further, as required under the Companies Act and Buyback Regulations, the Company shall not purchase equity shares Pursuant to the requirement of the Buyback Regulations, it is our responsibility to provide a reasonable assurance: whether we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated which are locked-in or non-transferable, in the Buy-back, until the pendency of the lock-in or until the Equity Share financial statements as at March 31, 2018:

available on the website of the Securities and Exchange Board of India ("SEBI") (i.e., www.sebi.gov.in), and on the if the Board of Directors of the Company, in their meeting held on November 01, 2018 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will

if the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the

audited standalonefinancial statements as at March 31, 2018 in accordance with Section 68(2) of the Companies Act

The Board of Directors of OCCL are of the view that the Buyback will help the Company to achieve the following not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date. objectives: (a) optimize returns to shareholders; (b) enhance overall shareholders' value and (c) optimize the capital The standalone and consolidated financial statements referred to in paragraph 5 above, have been audited by us, on structure. The above objectives will be achieved by returning part of surplus cash back to members through the Buyback which we have issued an unmodified audit opinion in our report dated May 29, 2018. We conducted our audit of the process. This will lead to reduction in outstanding Equity Shares, improvement in earnings per share, based on the standalone financial statements in accordance with the Standards on Auditing and other applicable authoritative

perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis

pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and

We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates

for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we

comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India

Based on our examination as above, and the information and explanation given to us, we state that we have inquired

The permissible capital payment towards buyback of equity shares, as stated in the statement, is in our view properly

The Board of Directors, in their meeting held on November 01, 2018 have formed the opinion, as specified in clause

(x) of Schedule I of the Regulations, on reasonable ground, that the Company will not, having regard to its state of

proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable

provisions of the Companies Act, 2013 and the Buyback Regulations, (ii) to enable the Board of Directors of th

Three Thousand Five Hundred Lakhs Only) excluding Transaction Costs for distributing to the members holding Equity We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Relate Services Engagements. The maximum Buyback Price of Rs. 1150/-(Rupees One Thousand One Hundred Fifty Only) per Equity Share has Opinion:

affairs, be rendered insolvent within a period of one year from November 01, 2018 and we are not aware of anything 3.3. The Buyback is proposed to be completed within a maximum period of 6 (six) months from the date of opening of the to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in th Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may declaration is unreasonable in circumstances as at the date of declaration. be directed by the appropriate authorities. Subject to the Maximum Buyback Price of Rs.1150/- (Rupees One Thousand One Hundred Fifty Only) per Equity Share and maximum validity period of 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as This report has been issued at the request of the Company solely for use of the Company (i) in connection with the

> Company to include in thepublic announcement and other documents pertaining to buyback to be sent to the shareholder: of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges areholders and any other regulatory authority as per applicable law and (b) the Central Depository Services

in physical form ("Physical Shares") will be determined as the volume weighted average price of the dematerialised (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers, each for the purpose of Equity Shares ("Demat Shares") bought back, other than in the physical form, during the calendar week in which such extinguishment of equity shares and may not be suitable for any other purpose. Physical Shares are received by Ashika Stock Broking Limited ("Company's Broker") (or in case no Equity Shares are bought back in the normal market during that calendar week then the preceding week when the Company last bought For S S Kothari Mehta & Co. back Equity Shares) and the price of Physical Shares tendered during the first calendar week of the Buyback shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar

Chartered Accountants Firm Registration Number: 000756N Naveen Aggarwal Membership No. 094380

Amount (Rs. In lakh)

10296062 equity shares of Rs.10/- each fully paid-up and Forfeited Shares of Rs. 1.52 lacs) # (A) 1,031.13 1,031.13

Securities premium account 1,792.64 1.792.64 General reserve 2.613.88 2.613.88 Retained earnings 31,034.78 30,136.17

200000 1.94

18.53

11.77

9.66

5.82

0.29

0.02

50.05

Date of

minimum price

02.08.2018

Date of

minimum price

03.08.2018

No. of Equity

Shares

107500

100000

1907528

1212136

994616

598895

30000

2675

5153350

Minimum

Price (Rs.)

1171.43 per share

Minimum

Price (Rs.)

1200 per share

at March 31, 2018 1.04

Permissible capital payment in accordance with Proviso to Section 68(2)(c) of the Companies Act, 2013 (25% of the total 0.97 paid-up equity capital and free reserves)

Sd/-

Particulars

Permissible capital payment for Buyback in accordance with

(B) C = (A + B)

36,472.43 35.573.82 8.893.46

3,557.38

3.500.00

The above calculation of the paid-up Equity Share Capital and Free Reserves as at March 31, 2018 for Buyback of equity shares is based on the amounts appearing in the audited standalone financial statements of the Company for the year ended March 31, 2018. These financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment

Part B - Disclosures in accordance with Schedule IV of the Buyback Regulations:

As mentioned in Paragraph 9.2 above, in continuation of the Company's efforts to effectively utilize its resources, it is proposed to Buy-back upto 9.60 % and 9.84% of the paid-up share capital and free reserves based on the audited financial statements of the Company as at March 31, 2018 on standalone and consolidated basis respectively, from the open market through the Stock Exchanges. The Buy-back of Equity Shares will result in a reduction in number of shares accompanied by a likely increase in EPS and return on capital employed. The Company believes that the Buyback will create long term value for continuing shareholders Proposed timetable: Activity Date

back will not exceed 25% of the total paid up equity capital of the Company as on 31.03.2018.

. 9. Minimum and maximum number of Equity Shares proposed to be bought back, sources of funds and cost of

At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Share

bought back would be 304347 (Three Lakh Four Thousand Three Hundred Forty Seven) Equity Shares. If the Equity

Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bough

back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size

but will always be subject to the Maximum Buyback Size. Further, the maximum number of Equity Shares to be bough

Thousand Seven Hundred Fifty Lakhs Only) towards the Buyback and the Company will accordingly purchase a

minimum of 152174 (One Lakh Fifty Two Thousand One Hundred Seventy Four) Equity Shares, based on the Maximur

The Buyback (including the Transaction Costs) will be funded from the accumulated surplus funds available with the

Company, in the form of cash and/ or out of internal accruals of the Company, in accordance with Section 68(1) of the

01.11.2018

05.11.2018

14.11.2018

Earlier of:

Upon the relevant pay-out by the Stock Exchanges

Within 15 days of pay-out by the Stock Exchanges

In case the Physical Shares are bought back, the share certificates

will be extinguished within 15 days of succeeding month in which

such Equity Shares were bought back, provided that the Compan

shall ensure that all Equity Shares bought back are extinguished

within seven days from the last date of completion of Buyback

(a) six months from the date of the opening of the Buyback; or

(b) when the Company completes the Buyback by deploying the

amount equivalent to the Maximum Buyback Size; or

9.3. Further, the Company shall utilize at least 50% of the Maximum Buyback Size i.e. Rs.1750 Lakhs (Rupees One

Date of Board resolution approving Buyback Date of publication of the Public Announcement

Date of opening of the Buyback Acceptance of Demat Shares Verification/Acceptance of Physical Shares

Extinguishment of Physical Shares

Last date for the completion of the Buyback

In case the Demat Shares are bought back, the same will be Extinguishment of Demat Shares extinguished in the manner specified in the Securities and Exchang Board of India (Depositories and Participants) Regulations, 1996 2018, as amended and the bye-laws framed thereunder

Companies Act and Regulation 4(ix) of the Buyback Regulations.

(c) at such earlier date as may be determined by the Board/ Buybacl Committee after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), provided, that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback

11. Process and methodology to be adopted for the Buyback

Promoters and Promoter Group and persons in controlof the Company shall not participate in the Buyback. 1.2. Further, as required under the Companies Act and Buyback Regulations, the Company will not Buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time such Equity Shares become transferable, as applicable. I.3. The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges

11.1. The Buyback is open to all Members holding Physical Shares, and beneficial owners holding Demat Shares. The

by the order matching mechanism except "all or none" order matching system, as provided under the Buyback .4. For the implementation of the Buyback, the Company has appointed Ashika Stock Broking Limited as the Company's Broker through whom the purchases and settlements on account of the Buyback would be made by the Company The contact details of the Company's Broker are as follows:

Name: Ashika Stock Broking Limited. CIN:U65921WB1994PLC217071 Trinity, 226/1, AJC Bose Road, 7th Floor Kolkata - 700 020, India Tel. No.: +91 33 4010 2500, Fax No.: +91 33 2289 1555, E-mail Id: dpservices@ashikagroup.com, Website: www.ashikagroup.com

Contact Person: Mr. Ashwini Kumar .5. The Equity Shares are traded in compulsory dematerialised mode under the trading codes 506579 at BSE and OCCL at NSE. The ISIN of the Equity Shares of the Company is INE321D01016. As mentioned below, the Company shall make arrangements to facilitate participation in the Buyback by Members who hold Physical Shares. Members holding Physical Shares can sell their Equity Shares in the separate window created for the physical trading segment by the Stock Exchanges. 11.6. The Company shall, commencing from 14.11.2018 (i.e., the date of opening of the Buyback), place "buy" orders on the BSE and/or NSE on the normal trading segment to Buyback the Equity Shares through the Company's Broker, at

least once in week, in such quantity and at such price, not exceeding the Maximum Buyback Price of Rs.1150/- (Rupees

One Thousand One Hundred Fifty Only) per Equity Share, as it may deem fit, depending upon the prevailing market

price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall appear on the electronic screen of the Stock Exchanges. .7. Procedure for Buyback of Demat Shares: Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of either of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBL Orders for Equity Shares can be placed on the trading days of the Stock Exchanges

been filled in and (b) Original broker contract note of a registered broker of a recognized Stock Exchange in relation

to the nurchase of the Equity Shares being tendered in this case: (iv) KYC Form (to be filled and signed by all holders)

.8. It may be noted that a uniform price would not be paid to all the Members/beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular Members/beneficial owner was executed. a separate window for the Buyback of Physical Shares in terms of Regulation 19 of the Buyback Regulations ("Physical Share Buyback Window"). .10. Upon completion of formalities with the Stock Exchanges to use their Physical Share Buyback Window, the Company

shall Buyback the Physical Shares from the Members. The procedure for Buyback of Physical Shares in the Physical Share Buyback Window shall be subject to requirements provided by the Stock Exchanges and any directions issue in this regard. As per Regulation 19 of the Buyback Regulations: (i) The Physical Share Buyback Window shall remain open during the Buyback period, for the Buyback of Physical Shares. (ii) Physical Shares shall be bought back from Date: November 1, 2018 Place: Noida

gible Members through the Physical Share Buyback Window, only after verification of the requisite documents by

the Registrar and Share Transfer Agent of the Company and on completion of the successful verification, the sale transaction may be executed by the broker appointed by the eligible Members or Company's Broker. (iii) The price at which the Physical Shares are bought back shall be the volume weighted average price of the Demat Shares bough back during the calendar week in which such Physical Shares are received by the Company's Broker. In case no Equity Shares are bought back in the normal market during that calendar week then the preceding week when the Company last bought back the Equity Shares would be considered. The price of Physical Shares tendered during the first calendar

week of the Buyback shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar week. The sale consideration would be paid immediately after the payout of the Stock Exchange which in no event will belater than seven days after the date of sale. 11.11. Members holding Physical Shares and proposing to participate in the Buyback will be required to submit a complete set of documents for verification procedure to be carried out, including: (i) original physical share certificate(s); (ii) valid share transfer form(s) duly filled, stamped, signed by the transferors (by all the eligible Members in case the Equity Shares are in joint names in the same order in which they hold Equity Shares in the Company) as per the specime signatures lodged with the Company and duly witnessed at the appropriate place authorizing the transfer of the Equity Shares bought back in favour of the Company; (iii) In case of unregistered Member - (a) Original Equity Share certificates accompanied by valid share transfer forms as received from the market, wherein the name of the transferee has no

Acceptance Form and Declaration Form (to be signed by all Members(s) including by joint holders of shares). The KYC Form, Acceptance Form and Declaration Form can be obtained by contacting the Company's Registrar and Shar Transfer Agent at the details mentioned in Paragraph 21 below; (v) Bank account details of the first named holder along with copy of a self-attested cancelled cheque; (vi) a self-attested copy of the Member's (including joint holders) PAN Card or other documents confirming the member's identity; (vii) a self-attested copy of a document confirming the first holder's current address; (viii)details of telephone number and email address of all the Members (including join Members); (ix) copies of regulatory approvals required, if any, by the Member for the transfer of Equity Shares to the Company; (x) any other relevant documents such as power of attorney, corporate authorization (such as, board resolution/specimen signatures), notarised copy of death certificate, Reserve Bank of India approval (in case of nonresident Members) and succession certificate or probated will, if the sole Member is deceased, as applicable, either by registered post or courier or hand delivery to the following address:

Tel. No.: +91 33 4010 2500, Fax No.: +91 33 2289 1555 $E\text{-}mail\ Id: dpservices@ashikagroup.com,\ Website: www.ashikagroup.com\\$ Contact Person: Mr. Ashwini Kumar The following documents are admissible as proof of identity: (i) Unique Identification Number (UID) (Aadhaar)/passport/vote id card/driving license, (ii) PAN card with photograph, (iii) Identity card/document with applicant's photo, issued by any of the following: Central/State Government and its departments, statutory/regulatory authorities, public sector undertakings, nercial banks, public financial institutions, colleges affiliated to Universities, professional bodies such as ICAL ICWAL ICSL Bar council etc., to their members; and credit cards/debit cards issued by banks, (iv) certificate of incorporation, memorandum and articles of association in case of companies, (v) a certified copy of certificate of

Trinity, 226/1, AJC Bose Road, 7th Floor Kolkata – 700 020, India

Name: Ashika Stock Broking Limited

CIN:U65921WB1994PLC217071

Minimum Date of Price (Rs.) minimum price 1165.91 per share 02.08.2018

8. Date of Board and Members' approval for the Buyback:

Place: Noida

The Buyback has been approved by the Board in the Board Meeting dated 01.11.2018

(15% of total paid-up Equity capital and free reserves) Permissible capital payment in accordance with proviso to Section 68(2)(b) of the Act requiring Board Resolution (10% of total paid-up Equity Share capital and free reserves) Proposed capital payment restricted to 10% of the total paid-up

For and on behalf of Oriental Carbon & Chemicals Limited Arvind Goenka Anurag Jain Chief Financial Officer Managing Director DIN: 00135653 Date: November 1, 2018

into the state of affairs of the Company and in our opinion.

determined in accordance with Section 68 of the Act: and

Annexure A Statement of permissible capital payment of M/s. Oriental Carbon & Chemicals Limited Computation of amount of permissible capital payment towards buyback of equity shares in accordance with section 68(2)(c) of the Companies Act, 2013 ("the Act") based on audited standalone and consoliated financial statements as at and for the period ended March 31. 2018:

Paid-up Equity Share capital as at 31 March 2018

proviso to Regulation 4(iv) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

equity capital and free reserves Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section

Date: November 1, 2018

Free reserves as at March 31, 2018*# The number of the Equity Shares held by the Promoters & Promoter Group, Directors of the Promoters & Promoters Group, and of persons who are in control of the Company, as on the date of the Board Meeting dated 01.11.2018, is % of paid-up eguity share capital Total free reserves Total Paid-up equity capital and free reserves as

Standalone

35.441.30

9.118.11

5,470.86

3,647.24

3,500.00

34.542.69

Consolidated

5.336.07

registration issued under the Limited Liability Partnership Act, 2008 in case of limited liability partnerships and (vi) trus deed in case of trusts; and (xii) The following documents are admissible as proof of address: (i) passport/voters identity card/ration card/registered lease or sale agreement of residence/driving license/flat maintenance bill/insurance copy/Unique Identification Number (UID) (Aadhaar), (ii) utility bills like telephone bill (only land line), electricity bill o

gas bill - Not more than 3 months old, (iii) bank account statement/passbook - not more than 3 months old, (iv) self declaration by high court and supreme court judges, giving the new address in respect of their own accounts, (v) proc of address issued by any of the following: bank managers of scheduled commercial banks/ scheduled co-operative banks/ multinational foreign banks/ gazetted officer/ notary public/ elected representatives to the legislative assembly parliament/ documents issued by any Government or statutory authority and (vi) identity card/ document with address issued by any of the following: Central/ State Government and its departments, statutory/ regulatory authorities, publi sector undertakings, scheduled commercial banks, public financial institutions, colleges affiliated to Universities and professional bodies such as ICAI, ICWAI, ICSI, Bar Council etc., to their members. Please note that documents having an expiry date should be valid on the date of submission.

Continued previous page 11.12. Members are free to sell or hold their Physical	al Shares entirely at t	heir discretion	and that proce	ess is designed in	1									been prepared in Indian Accounting		The shareholding pattern of the of the Company post the comple) and the pro	posed sh	areholding pattern		
accordance with Buyback Regulations only to a are desirous of selling their Equity Shares an abridged KYC requirements.	assist those Members	holding Equity	Shares in the p	hysical form, who	Standards) For the financial	Rules, 2015 to year ended 3	the extent applic 1.03.2016 has b	able ("li een prej	nd-AS Fi pared in	nancial Stat accordance	tements"). 7 with the pr	he consolic eviously ac	dated financ	cial statements for ounting principles	I	Particulars		Pre- No. of	Buyback % of		Post B	Suyback % of Post-		
Members holding Physical Shares should note t set of documents as mentioned in Paragraph1' the Physical Shares for Buyback shall be subj	1.11 of Part B above is	s submitted to C	Company's Brol	ker. Acceptance of	followed in India ("Indian GAAP Financial Statements"). Accordingly, the Ind-AS Financial Statements of the Company will not be comparable with Indian GAAP Financial Statements. b. For the above purpose, "net worth" means the aggregate									(Δ) τ	Promoters and Promoters Group	<u> </u>	equity shares 5150675	existing share ca	pital s	quity hares	Buyback equity share capital			
the Buyback Regulations and any other direct Company will endeavour to complete the Buyba such physical shares are received by the Cor	tions issued by the SE ack of the Physical Sha	EBI or the Stoc ares in the week	ck Exchanges in c subsequent to	n this regard. The the week in which	excludes Items of other Comprehensive Income.								(B)	Public: (C1) Shares underlying DRs		5145387			341040	48.45				
completing the transaction due to unavoidable the Members holding Physical Shares, the pri applicable in accordance with Paragraph 11.10	circumstances. In ca	se of receipt of yback of such I	f incomp <mark>l</mark> ete do Physica l Share	cumentation from s will be the price									((C2) Shares held by Employee T Non Promoter– Non Public (C= 0		0	0		0	0				
Buyback of such Physical Shares has been cor 11.14. Members are requested to get in touch with	mpleted in all respects VC Corporate Adviso	s. ors Private Lim	nited ("Merchar	nt Banker") or the	Particu	ılars					31.03. Audit	2018 31	1.03.2017 Audited	31.03.2016 Audited	7	Total Assuming the Company buys ba	ĺ	10296062	2 100.0		91715 price, the	100.00		
Company's Broker or the Registrar and Share 11.15. Subject to the Company purchasing Equity Sh contained herein shall create any obligation on	ares for an amount ed	quivalent to the	Minimum Buyb	oack Size, nothing	`	, , ,,	Share (Rs.) - Bas Share (Rs.) - Dilu				55. ²		50.87 50.87	48.10 48.10	. A	completion of the Buyback, may of As per Regulation 16(ii) of the E Group or persons in control of	liffer depending uyback Regula	upon the act tions, the Bu	ual number of I yback shall no	Equity Shares t be made fro	bought ba om Promo	nck in the Buyback. ters and Promoter		
Shares or confer any right on the part of any N Buyback Size has not been reached, and/or im	Member to have any Edipair any power of the	quity Shares bo Company or the	ought back, eve e Board to term	en if the Maximum ninate any process		alue Per Sha	• •				345. 15.9		302.35 15.51	254.93 17.55	I	Promoters and Promoter Group of the Company either through t	or their associa he Stock Excha	ates have not anges or off-n	t dealt in the E narket transac	quity Shares ions (includi	or other s ng inter-se	pecified securities transfer of Equity		
in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy all the Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the except except for the Maximum Buyback Size), shall						quity Ratio- 1	otal Debt/ Net wo		ofter toy fo	or the releva	0.3	4	0.36	(Shares among the Promoters & of the Buyback. The number of the Equity Share		1,		0		1			
Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.						anding during verage numb	the year/period. er of equity shar	2 Book es outst	k value pe tanding d	er Share = I during the ye	Net Worth (ear/period.	excluding R 3 Return o	Revaluation on Networth	Reserves, if any) = Profit after Tax	(Group, and of persons who are i Name			nis Public Anno	ouncement, is o. of Equity	given bel % o	low: of paid-up		
11.16. The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website i.e., www.occlindia.com on a daily basis.					Debt/Net Wo	rth.	,		,	Ü		, ,,). 4 Debt-Eq	uity Ratio = Total	A. Promoters& Promoter Group:							share capital		
	s applicable to the res	spective Stock E	Exchanges whe	ere the transaction	15.1. In acco	rdance with I	•	he Buyb	back Reg	julations and	d towards s	ecurity for p		e of its obligations	Arvind Goenka Promoters 107500 1						1.04			
before every pay-in date for each settlement, as applicable to the respective Stock Exchanges where the transaction is executed. The Company shall open a depository account styled "OCCL - Buyback Escrow Account — Operated by — VC Corporate Advisors Private Limited" ("Buyback Demat Account") with Ashika Stock Broking Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker,					Agreen	nent") with the	Merchant Banke	er and H	IDFC Bar	nk Limited ("	Escrow Ba	nk") pursuai	int to which t	11.2018 ("Escrow the Company has ."). The Company	(Cosmopolitan Investments Limit	Promoter	Group	1907528		18.53			
on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering					the Esc	row Agreeme	ent. The Company	wi ll dep	posit the	required am	nount in the	Escrow Acc	count, aggre	Regulations and egating to Rs. 875 (Escrow Amount)	Duncan International (India) Limited Promoter Group 994616						9.66			
the delivery instruction slip to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker,					in acco	rdance with t	he Buyback Regu	lations.					,	at least 2.5% of	Disciplined Investments Limited Pr					30000		0.29		
copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company as referred to in Paragraph 11.11 above.						ximum Buyba	ick Size remainin	g in the	Escrow	Account at a	all points in	time.	,	pt for the reasons	(Group Companies: Anurag Jain			2675		0.02			
of documents referred to in Paragraph 11.11 al Act.	bove to Company's Br	oker within the	time period pre	escribed under the	mention Maximu	ned in the Boundary	uyback Regulatio Size), shall be lia	ns, the ble to be	amount e forfeite	held in the d and depos	Escrow Acc sited in the	count (up to	o a maximu	im of 2.5% of the definition defined the definition of 2.5% of the definition of the	Note:				participate in th	e Buyback, d				
12.3. Extinguishment of Demat Shares: The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 1996, as amended and by-laws, in the manner specified in the Buyback Regulations and the Companies Act. The Equity Shares lying in credit in the Buyback Demat Account will be extinguished within 15 (fifteen) days of in accordance with the Buyback Regulations.										Company or	n comp l etior	n of a ll obligations	Any in Buyba	Ayariad Goenka Promoters 200000 1.94 Avariad Goenka Promoters 107500 1.04 Akshat Goenka Promoters 100000 0.97 Cosmopolkan Investments Limited Promoter Group 1907528 18.53 New India Investment Corporation Ltd. Promoter Group 1907528 18.53 Directors of the Promoter Group 1917528 18.53 Directors of the Promoter Group 1212136 11.77 Duracan International (India) Limited Promoter Group 994616 9.66 Haldia Investments Limited Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.29 Directors of the Promoters & Promoter Group 30000 0.20 Directors of the Promoters & Promoter Group 30000 0.20 Directors of the Promoter Group 30000 0.20 Directors of the Promoters & Promoter Group 30000 0.20 Directors of the Promoter Group 30000 0.20 Direct										
acceptance of the Demat Shares, provided that by the Company are extinguished within 7 (sev	the Company undertal ren) days from the last	kes to ensure the date of comple	hat a ll Demat Sl etion of the Buy	hares bought back back.	16. Listing	details and	stock market da	ta:		d at th - D2-	Elimit- 1	nd the N "	onal C+- + =	Evohanga -fl "	17.5. N	Shares and Takeovers) Regulations, 2011. 7.5. None of the persons mentioned in Paragraph 17.4 above have sold or purchased any Equity Shares of the Company								
12.4. Extinguishment of Physical Shares: Physicatinguished and physically destroyed by the Auditor of the Company by the 15th (fifteenth) to ensure that all Physical Shares hought back	Company in the preseday of the succeeding	ence of the Me month, provid	erchant Banker led that the Cor	and the Statutory mpany undertakes	Limited		of the Company a		,					Exchange of India	Ì	Public Announcement, at which	buyback was aj				p.cccu	o and of the		
to ensure that all Physical Shares bought back of the Buyback, in compliance with the Buybac 12.5. Consideration for the Equity Shares bought back	k Regu l ations.	, , ,			low and	l average ma		Equity S	Shares for	r the six mor	nths preced		•	tne montnly nign, lic Announcement		equity shares purchased	(Rs.)	Ma	ximum price	Price (R	.s.)	minimum price		
13. Brief information about the Company: 13.1.Oriental Carbon & Chemicals Limited ("OCCL" 1956 on 19.06.1978 as a Limited Company und					BSE data:	High	Date No. o	f	Low	Date	No. of	Average	Total	Total	(b) I	M/s. Cosmopolitan Investments	Limited			•				
of 1956 on 19.06.1978 as a Limited Company und of Companies, West Bengal, Kolkata and obtain 149(3) of the Companies Act, 1956 from the Ri Subsequently, the name of the Company was r	ned the Certificate of Cegistrar of Companies	Commencemen , West Benga l v	nt of Business p vide certificate	ursuant to Section dated 09.03.1983.	months period	Price (Rs.)#	of equit High share	y 1 s (Price (Rs.)#	of Low	equity shares traded on	Price (Rs.)^	volume traded in the period	turnover of business		equity shares purchased	(Rs.)	Ma	ximum price	Price (R	2s.)	minimum price		
subsequently, the name of the Company was reflecting the change in name was issued on 2 CIN of OCCL is L24297WB1978PLC031539. The and the National Stock Exchange of India Limit	24.01.1985 by the Reg ne Equity Shares of the	istrar of Compa	anies, West Bei	ngal, Kolkata. The	1 1	_	that da				that date		une period	in the period (Rs. In Lakhs)	(c) I	M/s. New India Investment Corp	oration Limited				ım	Date of		
13.2.The core business of OCCL is manufacturing industry and mainly used by tyre manufacturing	and sale of Insoluble and sale of Insoluble and g	roduces wide r	ange of insolut	ole sulphur grades	2016- 2017		0.08.2015 9698 4.03.2017 646	_		26.02.2016 31.05.2016	5356 5498	517.20 693.16	2001337 963523	10621.91 6277.64		equity shares purchased 10000	(Rs.) 1206.21 per	share (ximum price 08.08.2018	Price (R 1165.91 per	share	minimum price 02.08.2018		
which are being widely exported to leading tyre them Government of India's recognition as cer market share of the product in India. OCCL has t	rtified ["] Star Export Hou hree manufacturing pla	use". OCCL is t ints as fo ll ows: (the undisputed i) Insoluble Sulp	leader with major hur Manufacturing	2017- 2018		1.01.2018 4941	_	_	24.05.2017	2601 prices	1173.53	831745	10328.39	(d) !	Aggregate Number of	Maximum I	Price	Date of	Minimu	ım	Date of		
unit at Dharuhera, Haryana, (ii) Insoluble Sulph and (iii) Sulphuric Acid Manufacturing at Dharu 14. Brief financial information about the Compa	hera, Haryana.	Z Unit) at Mun	dra SEZ, Mund	lra, Kutch, Gujarat	^ Arithme		of the closing pric	-				riod.			18 1	200	1000.25 per	share 2	21.09.2018	990.10 per	share			
14.1. The statement of financial information of the the last three financial years ended 31.03.2018 given below:						High Price	Date N	o. of quity	Low Price	Date of	No. of equity	Average Price	Total volume	Total turnover of	18.1. 7	The Buyback is expected to enha on the future growth opportunitie	ance overall longers of the Compa	g term memb any, as well a	ers' value for co s provide an e	ontinuing mer kit opportunit	nbers, with y to the pu	ıblic shareholders.		
	Half-yearly ended	Year ended	Year ended	unt Rs. In Lakhs) Year ended	period ended	(Rs.)#	High sl	nares ded on	(Rs.)#	Low	shares traded or	(Rs.)^	traded in the period	transacted	i	in the treasury income which the	Company could	l have otherw	ise eamed fron					
Particulars	30.09.2018 Unaudited & Certified (Ind- AS)	31.03.2018 Audited (Ind- AS)	31.03.2017 Audited (Ind- AS)	31.03.2016 Audited (GAAP)	May 2040	4047.00		t date	4007.05	20.05.2040	that date	4440.00	40445	in the period (Rs. In Lakhs)	t	the surplus amount needed to b								
Revenue from operations Other income	19050.07 275.54	33202.51 554.53	31057.99 678.11	27471.72 568.64	May 2018 June 2018	1217.80	11.06.2018	612	926.30	22.05.2018 28.06.2018	1246 654	1112.96	19115 82328	213.80 848.24	18.3.7	The Buyback will be funded from								
Total Income (including other income) Less: Total Expenses (excluding Finance costs, Depreciation & Amortisation expenses	19325.61	33757.04	31736.10	28040.36	July 2018 August 2018	1196.60 1230.00			949.95 994.00	02.07.2018 16.08.2018	2622 860	1026.31 1102.03	15474 27324	159.82 309.96		of the Company or such other s of the Buyback Regulations.	ource, in accor	dance with S	ection 68(1) of	the Compan	ies Act an	d Regulation 4(ix)		
and Tax) Less: Finance Costs	13311.21 383.76	23374.39 785.27	22247.96 501.00	19364.24 634.68	September 20 October 2018	1132.00			943.20 901.00	28.09.2018 08.10.2018	1526 128	1028.36 975.80	88710 14688	915.26 143.40	r	return on equity, assuming that t	he Company w	ould earn sim	ilar profits as ir	the past.				
Less: Depreciation & Amortisation Profit/(loss) before tax and exceptional item Less: Current Tax	892.59 4738.05 974.57	1634.07 7963.31 1692.19	1515.43 7471.71 1223.38	1565.12 6476.32 1175.51			rices are based of the closing pric					riod.			I S	participate in the Buyback. The Bustructure of the Company.	ıyback will not r	esult in a char	nge in control o	otherwise af	fect the ex	isting management		
Less: Deferred Tax Profit/ (Loss) after tax	358.22 3405.26	596.11 5675.01	830.96 5417.37	2.08 5298.73	Source	: www.bseind	lia.com.								1	number of Equity Shares bought erstwhile overseas corporate bo	back by the Co dies, foreign po	ompany from ortfolio invest	the members i	ncluding mer sident Indian	nbers resi members	dent outside India, s, the shareholding		
Other Comprehensive Income/(loss) – (Net of Tax) Total Comprehensive Income / (Loss)	(5.99) 3399.27	57.75 5732.76	218.72 5636.09	_	Twelve months	High Price	Date No. o		Low Price	Date of	No. of equity	Average Price	Total volume	Total turnover of	f	fully paid up Equity Share Capita	l of the Compa	ny.	•	Ü				
Equity Share Capital Other Equity/Reserves & Surplus (excluding	1031.13	1031.13	1031.13	1031.13	period ended	(Rs.)#	High share traded that da	on ((Rs.)#	Low	shares traded on that date	(Rs.)^	traded in the period		C	owed by the Company shall not b	e more than twi	ce the paid up	Equity Share of	capital and fre	e reserves	s post the Buyback.		
Capital Reserve and Capital Redemption Reserve) Net worth	37977.69 39008.82	35441.30 36472.43	31005.49 32036.62	25836.28 26867.41	2015- 2016\$	581.00 2	2.03.2016 8122		374.90	26.02.2016	1671	463.25	83666	(Rs. In Lakhs)	. (Company shall not issue any Equ	ity Shares or oth	ier securities i	ncluding by way	of bonus iss	ue or conv	ert any outstanding		
Total debt Note : a. The standalone financial results for the quar	12128.36 rter and half-yearly end	11838.85 ded 30.09.2018	10399.90 and for years e	7340.79 ended 31.03.2018,	2016- 2017	949.95 0	9.03.2017 1351	4	425.05	31.05.2016	14110	694.00	1821569	12225.60	18.9.U	with the Companies Act and the Unless otherwise determined by	Buyback Regul the Board or a	lations. s may be dire	ected by the ap	propriate aut	thorities, tl	he Buyback will be		
31.03.2017 have been prepared in accordance with with the Companies (Indian Accounting Standards) The standalone financial statements for the financial	Rules, 2015 to the ext al year ended 31.03.2	tent applicable 1016 has been _l	("Ind-AS Finan prepared in ac	cial Statements"). cordance with the									30773.00	I	Buyback Regulations, the Comp	any shall not wi	ithdraw the B	uyback post Pı	ıblic Annound	cement.				
Financial Statements of the Company will not be comparable with Indian GAAP Financial Statements. b. For the above purpose, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and share swere the purpose, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and							raded in months		•	, ,			ear 2016 on l	ly.	19. S	banking channels, i.e., by way of Statutory approvals:	Demand Draft	/Pay Order/N	EFT/RTGS/Ch	eque) to the	Company'	s Broker.		
quarterly results (unaudited) prepared as per IND-A Total debt as at 30.09.2018 have been taken from u	S. d. Other Equity exc naudited books of acc	ludes Items of count since this	other Compreh information is	ensive Income. e.		: www.nseind High Price	Date N	o. of	Low Price	Date of	No. of	Average Price	Total volume	Total turnover of	ι	Pursuant to Sections 68, 69, 70, under and the provisions of the I Company has obtained the Boar	Buyback Regula	itions, and ar	icle 33 of the a					
furnished in the unaudited financial results for the qu Key Financial Ratios:	arter and nalf-year en	uea 30.09.2018			months period ended	Price (Rs.)#	High sl	ded on	Price (Rs.)#	of Low	equity shares traded or	(Rs.)^	traded in the period	business transacted	19.2.7 ເ	The Buyback from each Member under applicable laws and regula and approvals (including, withou	is subject to all ions. The Meml	statutory cons bers shall be s	sents and approsolely responsil	ole for obtainii	ng all such	statutory consents		
Particulars	Half-yearly ended 30.09.2018 Unaudited &	Year ended 31.03.2018 Audited	Year ended 31.03.2017 Audited	Year ended 31.03.2016 Audited	May 0040	4004 =-		t date	1044 40	22.05.007	that date		77000	in the period (Rs. In Lakhs)	l I	by them in order to sell their Equ provide copies of all such conse	ity Shares to th nts and approva	ne Company pals obtained b	oursuant to the by them to the 0	Buyback. Me Company's B	embers wo roker.	ould be required to		
Earnings/(Loss) per Share (Rs.) - Basic	Certified (Ind- AS) 33.07 [^]	(Ind- AS) 55.12	(Ind- AS) 52.62	(GAAP) 51.46	May 2018 June 2018	1110.00	06.06.2018 2	3498	941.00	22.05.2018 06.06.2018	2707	1115.14	77339 182901	871.83 1876.97	(The Buyback shall be subject to overseas corporate bodies and of India, if any, under the Foreigr	other applicable	e categories :	shall be subjec	t to such app	provals of	the Reserve Bank		
Earnings/(Loss) per Share (Rs.) - Diluted Book Value Per Share (Rs.) Return on Net worth (%)	33.07 [^] 378.86 8.73 [^]	55.12 354.23 15.56	52.62 311.15 16.91	51.46 260.95 19.72	July 2018 August 2018	1200.20	06.08.2018	714	956.00 1005.00	16.07.2018 16.08.2018	2887 6484	1029.47	149223 134515	1564.23 1501.41	19.4.7 t	To the best of the knowledge of the date of this Public Announce	the Company, ment. Subject t	no other statu o the obligatio	itory approvals on of the Memb	are required pers to obtain	l by it for t the conse	the Buyback as on ents and approvals		
Debt-Equity Ratio- Total Debt/ Net worth ^Non- annualized.	0.31	0.32	0.32	0.27	September 20 October 2018				966.00 900.00	25.09.2018 08.10.2018	3477 3 21339	1026.54 976.72	261680 106554	2729.96 1037.92	i	necessary for transfer of their Ec obtain such statutory approvals as in relation to the Buyback.	s may be require	ed, from time t	to time, if any, fo	or completion	of the Cor	npany's obligations		
Note: 1 Earnings per share is calculated as profit after shares outstanding during the year/period. 2 Book verified by average number of equity shares outstanding the shares outstanding the shares outstanding the shares outstanding the shares of the shares outstanding the shares of the shares outstanding the shares of the	/alue per Share = Net	Worth (excluding	ng Revaluation	Reserves, if any)			rices are based of the closing pric					riod.			t	Collection and bidding centers through the Stock Exchanges us and bidding centres is not applic	ing their nation							
(excluding other comprehensive income)/ Net Worth Debt /Net Worth. 14.2. The statement of financial information of the Co	n (excluding revaluatio	on reserves, if a	any). 4 Debt-Ed	quity Ratio = Total	16.3 Thorot	: www.nseind		uity Sha	are capita	I of the Con	npany inclu	ding by wav	y of bonus is	ssue, rights issue	21. (Compliance Officer and Invest Officer of the Company, has bee	or Service Cen n appointed as	the Complian	nce Officer for	the Buyback	in terms o	f Regulation 24(iii)		
last three financial years ended on 31.03.2018			(Ame	ount Rs. In Lakhs)	or cons	olidation or s osing market	plit of Equity Sha price of the Equi	res durir ty Share	ing the peres on 02	eriod for whi	ch data has e., the first	been discl	losed in the a	table above. Date of the Board	I I	of the Buyback Regulations. Ac 22306831/6832, Fax No.: 033 Link Intime India Private Limited,	22434772; E-m having its office	ail: investorfe e at 247, Park	eedback@occl x, Tower – C, 1s	india.com/; V st Floor, L B S	Vebsite: w 5 Marg, Vil	ww.occlindia.com. khroli (W), Mumbai		
Particulars		Year ended 31.03.2018 Audited	Year ended 31.03.2017 Audited	Year ended 31.03.2016 Audited	and NS	E websites).					107.55 per	equity shar	re on the N	SE (Source: BSE	(– 400 083 is appointed as the in of the Buyback Regulations. Tel. I Contact Person: Mr. Sagar Zanz	No.: 022 4918 60 ane, Senior Ass	000; Fax No.:	022 22890539	E-mail Id: Sa	gar.zanzar	ne@linkintime.co.in		
Revenue from operations		(Ind- AS) 37376.09	(Ind- AS) 34910.41	(GAAP) 33812.69	17.1. The ca	pital structur		as on	the date	of this Pub			A"], and the	proposed capital	I	Registration No: INR000004058 The Company has appointed the		•	• •					
Other income Total Income (including other income) Total Expenditure (excluding finance costs, dep	preciation &	527.67 37903.76	701.36 35611.77	567.83 34380.52	structure of the Company post the completion of the Buyback is set forth below: (Amount Rs. In Lakhs) Particulars As on the date Post completion							VC CORPORATE ADVISORS PRIVATE LIMITED CIN: U67120WB2005PTC106051 SEBI REGN. NO.: INM000011096												
amortisation expenses & tax) Less: Finance Costs	·	27233.06 879.87	26152.05 653.02	25635.99 841.22	Particulars As on the date of this PA of Buyback Authorised Share Capital							(Contact Person: Mr. Anup Sharma/ Ms. Urvi Belani) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No.– 2C, Kolkata-700 013 Tel. No: (033) 2225-3940, Fax: (033) 2225-3941												
Less: Depreciation & Amortisation Profit/(loss) before tax and exceptional item Less: Current Tax		1817.16 7973.67 1692.19	1694.89 7111.81 1223.20	2034.40 5868.91 1261.01	- 1,49,90,000 Equity Shares of Rs. 10/- each 1499.00 1.00						23. I	Tel. No : (033) 22: Email: mail@vcco DIRECTORS' RESPONSIBILITY	rporate.com, W			m								
Less: Current Tax Less: Deferred Tax Profit/ Loss from continuing operations after tax	x	596.11 5685.37	830.96 5057.65	2.08 4605.82	Issued,	subscribed a	and fu ll y paid up s	hare ca	apital (exc	cluding on		1.00		1.00	this Pu	r Regulation 24(1)(a) of the Buy ublic Announcement and any ac n to the Ruyback and confirms th	lvertisements,	circulars, bro	chures, public	ty materials	etc. which	may be issued in		
Profit /(Loss) from discontinued operations afte	er tax	4.41 5689.78	(227.87) 4829.78	4605.82	account of forfeited shares Rs.1.52 lakhs) - 1,02,96,062 Equity Shares of Rs. 10/- each Note: Assuming that the indicative Maximum Buyback Shares are bought back on maximum buy back price, the post Buyback									n to the Buyback and confirms th action and does not and will not o F		leading inforn	nation.		ая иче, f	actuat diid iilatetial				
Other Comprehensive Income/(loss) - Net of Ta Total Comprehensive Income / (Loss)	ax	55.43 5745.21	208.80 5038.58	4605.82	issued, subs	cribed and pa	nid-up capital will	differ de	epending	upon the ac	ctual numbe	er of Equity	Shares bou	ight back.	-sd-	(ORIENTAL CAI	RBON & CHE I-	EMICALS LIMI	TED -sd-				
Paid up equity share capital Other Equity/Reserves & Surplus (excluding Cacapital Redemption Reserve and Revaluation)		1031.13 34542.69	1031.13 30099.47	1031.13 25216.70	and the	re are no out		nts conv	vertib l e ir	nto Equity Sh	hares. There	e is no pend		with call-in arrears of amalgamation	Manag	l Goenka ging Director 00135653	Jt.	shat Goenka Managing Di N: 07131982	rector	Comp	ranab Kur pany Secr pliance Off	etary &		
Net worth Total debt		35573.82 12318.39	31130.60 11261.20	26247.83 8675.37				., 41							Place:	: Noida 03.11.2018						Lookad		
			,	-			_							-										