


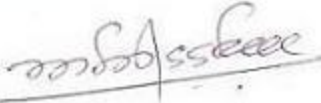


ORIENTAL CARBON & CHEMICALS LTD.

FORM A

Covering Letter of the annual audit report

1.	Name of the Company:	Oriental Carbon & Chemicals Limited
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	Mr. Arvind Goenka, Managing Director	
	Mr. Anurag Jain, Chief Financial Officer	
	Mr. B. K. Sipani, Partner, M. No. 088926 Singhi & Co., Chartered Accountants Firm Reg. 302049E, Auditor of the Company.	For SINGHI & CO. Chartered Accountants FRN No. 302049E  B. K. SIPANI Partner (M. No. 088926) 402-103, PRAGATI HOUSE 47-48, NEHRU PLACE, NEW DELHI-110019
	Mr. Gan Prakash Dubey, Audit Committee Chairman	

ORIENTAL CARBON & CHEMICALS LIMITED

DIRECTORS

Mr. J.P. Goenka
Chairman

Mr. Arvind Goenka
Managing Director

Mr. S.J. Khaitan

Mr. O.P. Dubey

Mr. B.B. Tandon

Mr. K. Raghuraman

Mr. H.S. Shashikumar
(Nominee of Life Insurance Corporation of India)

Mrs. Runa Mukherjee

Mr. Akshat Goenka (w.e.f. 14.05.2015)

CHIEF FINANCIAL OFFICER

Mr. Anurag Jain

COMPANY SECRETARY

Mr. Pranab Kumar Maity

STATUTORY AUDITORS

Singhi & Co.

SOLICITORS

Khaitan & Co.
Khaitan & Partners

BANKERS

State Bank of India
Export Import Bank of India

Corporate Identity Number (CIN)-
L24297WB1978PLC031539

WEBSITE

<http://www.occlindia.com>

Investor Relations Email:
investorfeedback@occlindia.com

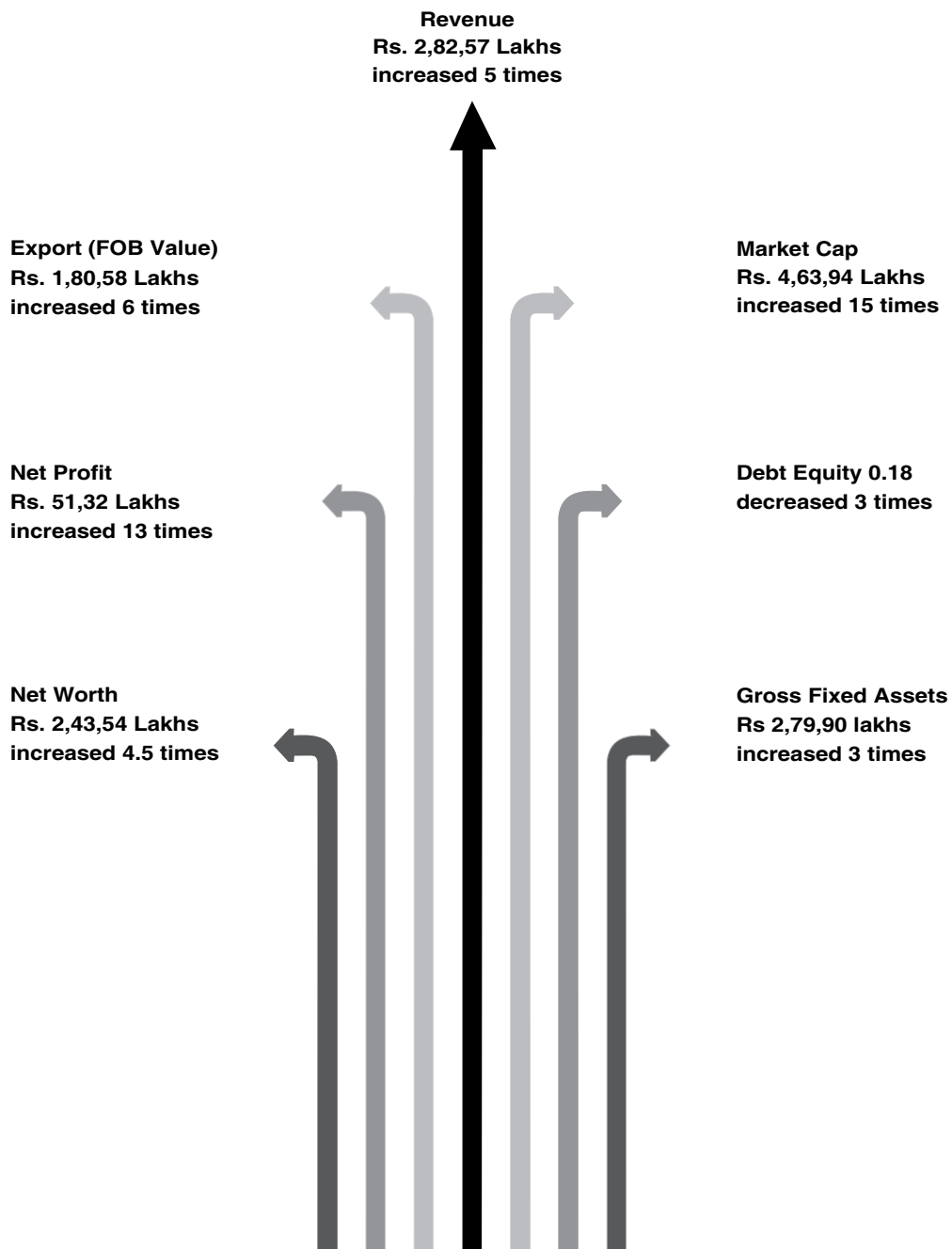
REGISTERED OFFICE

31, Netaji Subhas Road,
Kolkata - 700 001

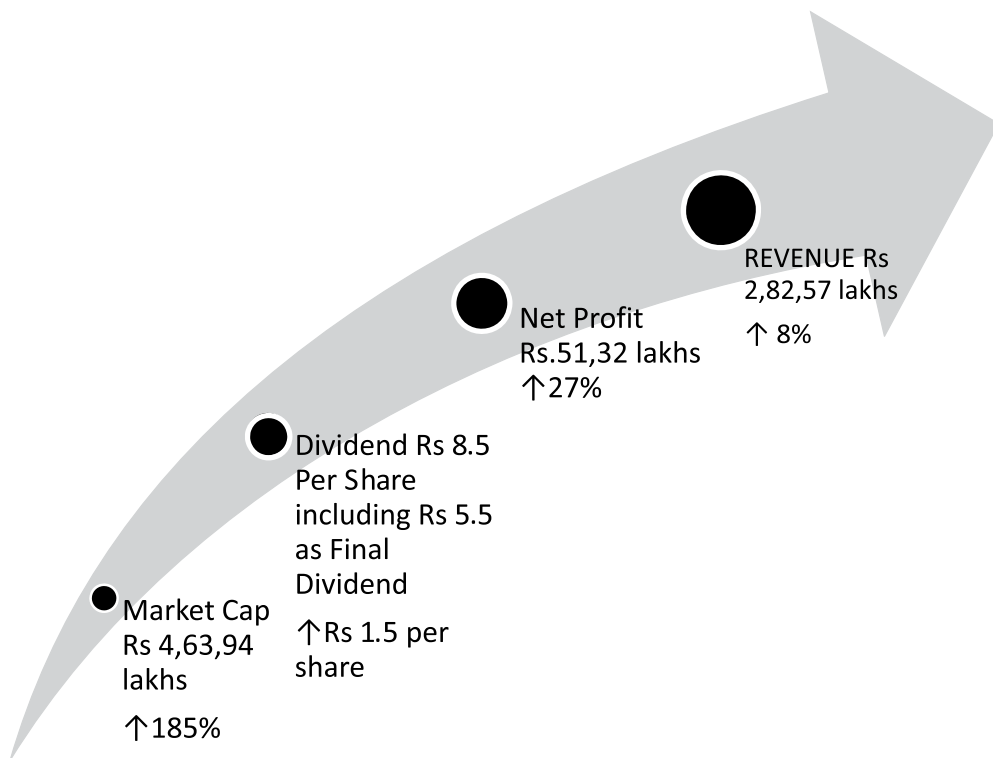
PLANTS

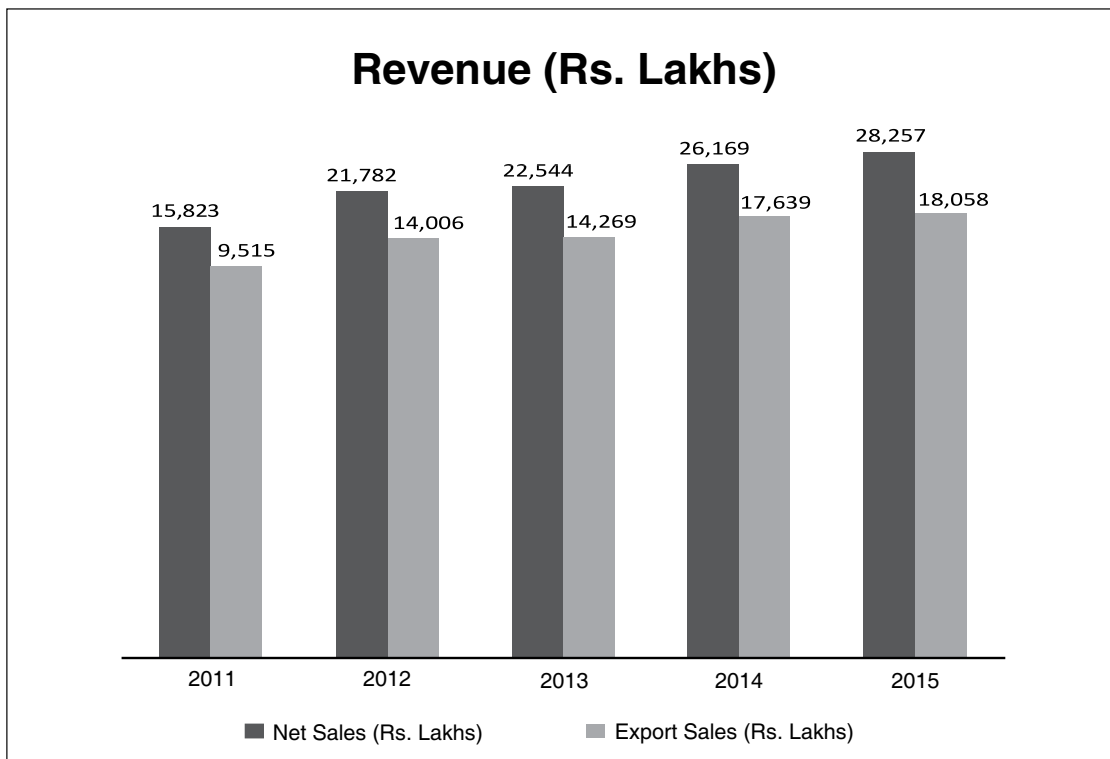
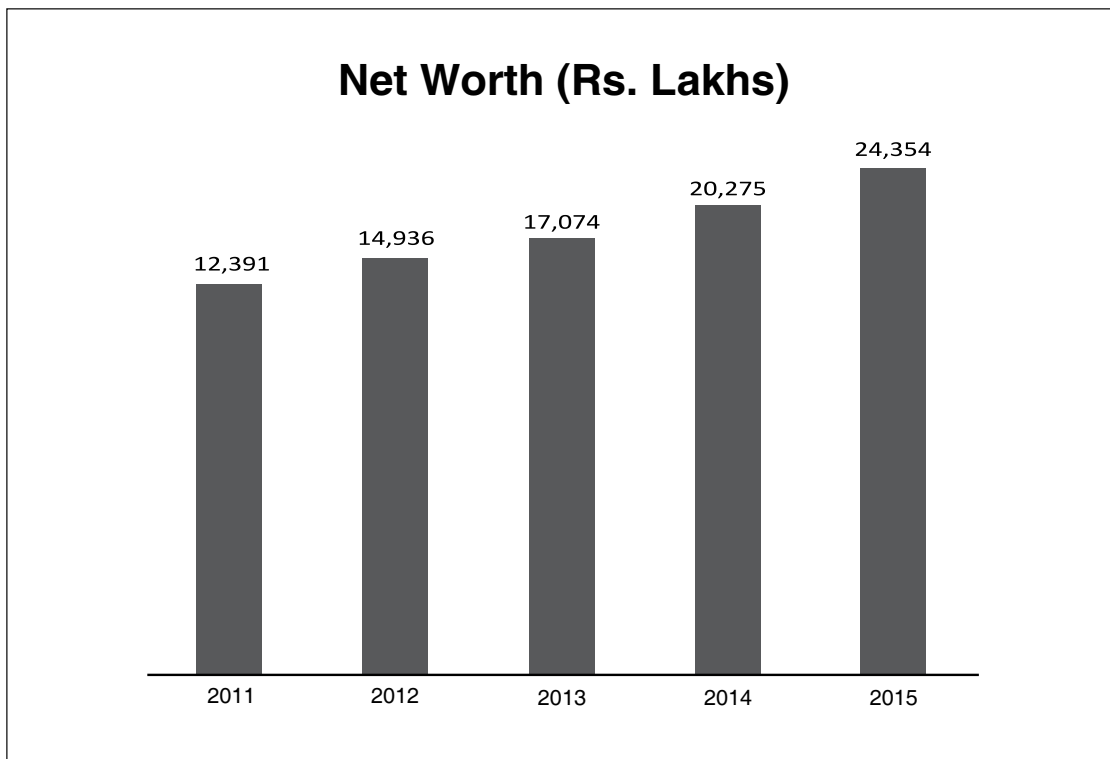
1. Plot 3 & 4, Dharuhera Industrial Estate,
P.O. Dharuhera,
Distt. Rewari - 122 106, Haryana
2. Survey No.141, Paiki of Mouje,
SEZ Mundra, Taluka Mundra,
Distt. Kutch-370 421, Gujarat.

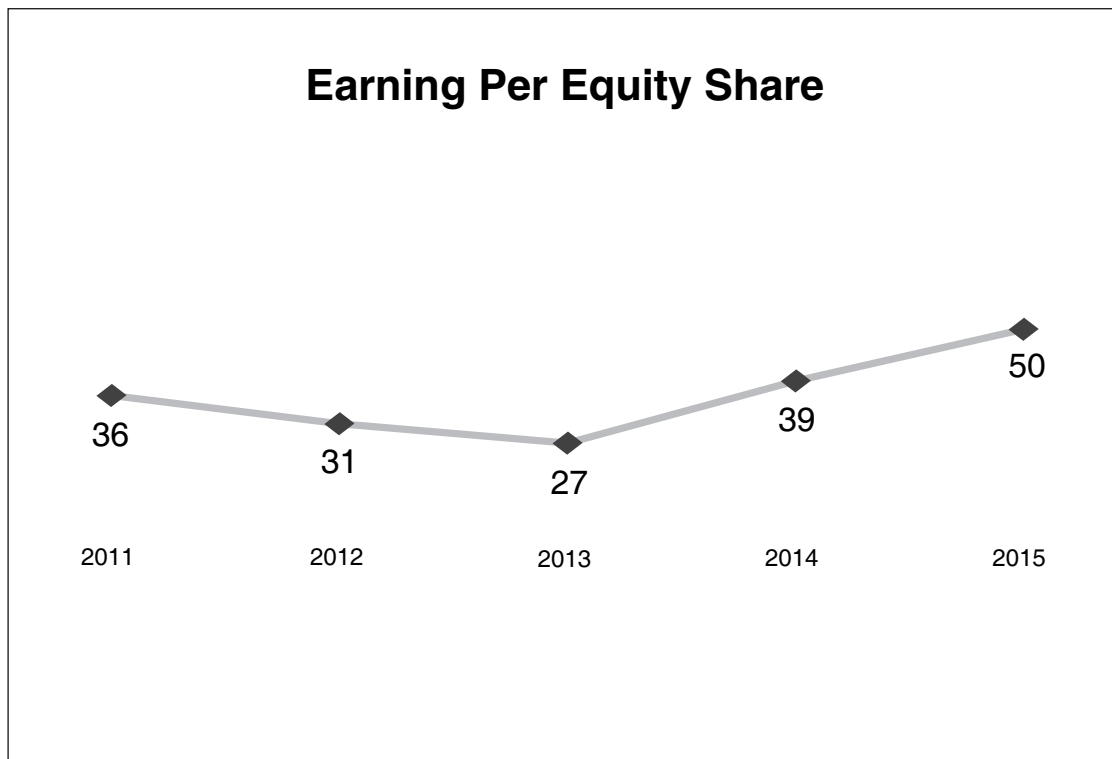
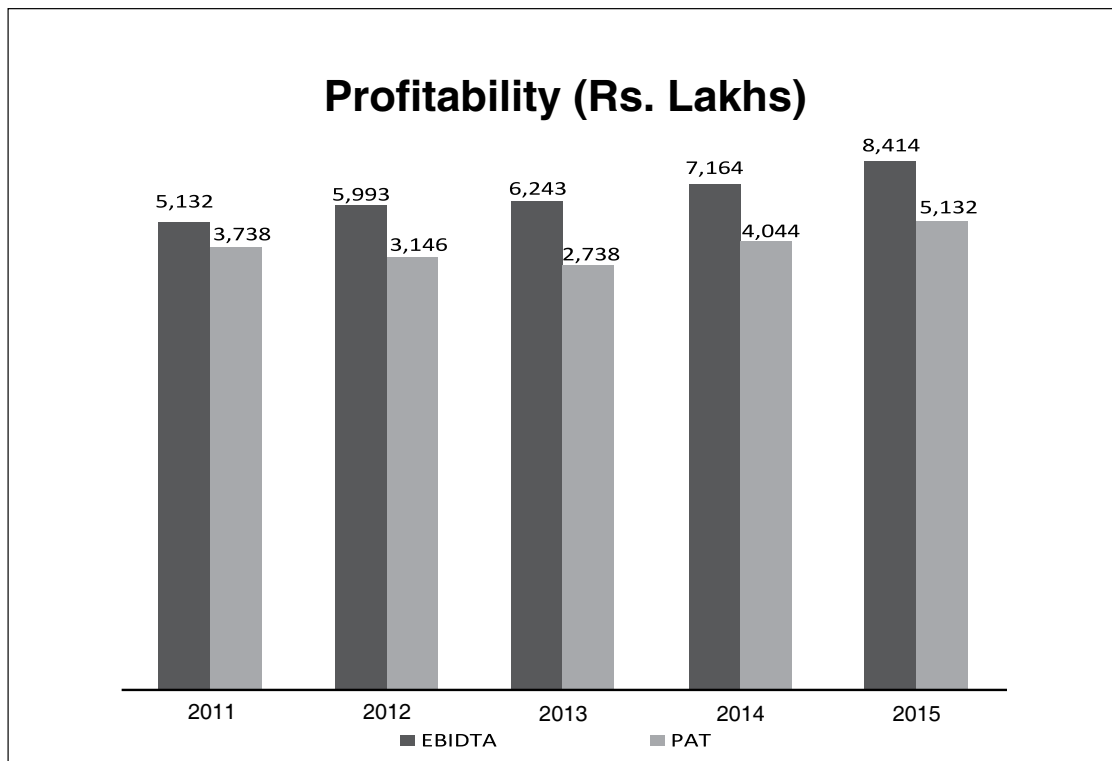
GROWTH IN LAST 10 YEARS



HIGHLIGHTS FY 2015 Vs. 2014







ORIENTAL CARBON & CHEMICALS LIMITED

Financial Summary for Last 10 Years

(Rs. in Lakhs)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
Gross Sales	29,506	27,283	23,548	22,508	16,419	12,944	12,898	9,667	6,912	5,828
Net Sales	28,257	26,170	22,544	21,782	15,823	12,571	12,183	8,964	6,446	5,391
PBIDT	8,414	7,164	6,243	5,993	5,132	4,138	1,653	1,016	1,163	1,000
Interest	810	1,105	1,278	831	269	242	393	328	241	175
PBDT	7,604	6,059	4,965	5,162	4,863	3,896	1,260	688	922	825
Profit Before Tax	6,296	5,015	4,004	4,450	4,361	3,427	813	249	484	471
Profit After Tax	5,132	4,044	2,738	3,146	3,738	2,946	763	160	412	384
Dividend %*	85	70	50	50	40	40	15	5	10	10
Fob Value of Export	18,058	17,639	14,269	14,006	9,515	7,657	6,430	4,616	3,554	2,898
Gross Fixed Assets (Including Capital Work in Progress)	27,990	27,354	25,977	24,505	17,515	12,172	10,105	9,485	9,277	9,231
Net Fixed Assets	19,175	19,570	19,080	18,464	11,806	7,326	5,721	5,453	5,630	5,847
Net Current Assets	6,225	4,542	3,739	4,077	4,348	4,453	3,960	3,821	3,467	3,191
Share Capital	1,031	1,031	1,031	1,031	1,031	1,031	1,031	1,007	918	918
Reserves & Surplus**	23,323	19,244	16,043	13,905	11,360	8,101	5,637	4,927	4,707	4,525
Net Worth	24,354	20,275	17,074	14,936	12,391	9,132	6,668	5,934	5,625	5,443
Deferred Tax Provision	2,112	1,844	1,630	641	652	689	639	698	701	545
PBIDT Margin % (Over net Sales)	29.78	27.38	27.69	27.51	32.28	32.92	13.57	11.33	16.82	17.16
PBT Margin % (Over Net Sales)	22.28	19.16	17.76	20.43	27.43	27.26	6.67	2.78	7.01	8.08
Debt Equity Ratio	0.18	0.31	0.45	0.54	0.33	0.20	0.33	0.42	0.46	0.53
Earning Per Share for the year (Rs./Share)	49.84	39.28	26.60	30.55	36.30	28.61	7.67	1.76	4.50	4.19
Book Value of Shares (Rs./ Share)	227.15	187.99	156.98	136.30	111.66	80.09	66.26	61.96	63.13	61.16

* Includes Proposed Final Dividend 55% for the Financial Year 2014-15

** Excluding Revaluation Reserve

NOTICE

NOTICE is hereby given that the Thirty-fifth Annual General Meeting of the Shareholders of the Company will be held at ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India exchange Place, Kolkata-700001 on Friday, the 31st July, 2015 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended March 31, 2015, including the Audited Balance Sheet as at that date, the Statement of Profit and Loss and the Consolidated Financial Statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend and to confirm the payments of interim dividend on Equity Shares for the year 2014-15.
3. To appoint a director in place of Mr. J P Goenka (holding DIN 00136782), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors (‘the Board’), the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. Singhi & Co., (Firm Regn. No. 302049E), Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Runa Mukherjee (holding DIN 02792569), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. 16th March, 2015 and who holds office only upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of 40th Annual General Meeting of the Company in the calendar year 2020.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that Mr. Akshat Goenka (DIN: 07131982) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 14th May, 2015 pursuant to Section 161 of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

ORIENTAL CARBON & CHEMICALS LIMITED

“RESOLVED that pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mr. Akshat Goenka (DIN: 07131982), as a Whole Time Director of the Company, retiring by rotation, with the designation of Joint Managing Director, for a period of three years commencing from 01.06.2015 on the remuneration, terms and conditions as recommended by Nomination and Remuneration Committee as set out in explanatory statement annexed to the notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Akshat Goenka including monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Arvind Goenka (DIN: 00135653), as Managing Director of the Company, for a period of three years commencing from 01.10.2015 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Arvind Goenka, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. J K Kabra & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company (“the Board”) for the financial year ending 31st March, 2016, with a remuneration of Rs. 1,25,000/- (Rupees One lakh twenty five thousand only) plus applicable service tax and reimbursement of actual out of pocket expenses .

RESOLVED FURTHER that, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED that pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

ORIENTAL CARBON & CHEMICALS LIMITED

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company, be and are hereby severally authorized, in order to give effect to the above resolution, to modify the Articles of Association, perform all acts, deeds and things, execute documents, make all filings and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

By Order of the Board

Registered Office :
31, Netaji Subhas Road
Kolkata – 700 001

Pranab Kumar Maity
Sr. Manager Legal &
Company Secretary

Dated: 14th May, 2015

Notes:

1. **A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, on poll, to vote instead of himself/herself. A proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited with the Company not less than forty-eight hours before the meeting.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting are annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th July, 2015 to 31st July, 2015 (both days inclusive).
4. The Final Dividend, if sanctioned at the meeting, will be paid on and from 10th August, 2015 to those members whose names appear on the Company's register of members on 24th July, 2015. In respect of the shares in electronic form, the dividend will be payable on the basis of ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Ltd. for this purpose.
5. Dividend for the financial year ended 31st March, 2008, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of Central Government (IEPF) later this year, pursuant to the provisions of Section 205A of the Companies Act, 1956. Members, who have not encashed their dividend warrants for the financial year ended 31st March, 2008 are requested to lodge their claims with the Company. Members are advised that in terms of the provisions of Section 205C of the Companies Act, 1956, once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.
6. Mr. J P Goenka does not hold by himself or for any other person on beneficial basis, any shares of the Company.
7. Details under Clause 49 of the Listing Agreement with Stock Exchange in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice and have been disclosed either in the explanatory statement attached to the Notice or the Corporate Governance Report. The Directors have furnished the requisite declaration for their appointment/re-appointment.
8. **Voting through electronics means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2013, the Company is pleased to provide members facility to exercise their right to vote at 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):
Instructions for e-voting are as under:
 - (i) The voting period begins on 28th July 2015 (9.00 am) and ends on 30th July 2015 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 24th July 2015 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e.

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Record date, attending the meeting, who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If there details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Oriental Carbon & Chemicals Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box

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will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- II. You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

III. Poll Process at AGM

The voting on the agenda items shall be done by e-voting as well as by Poll. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the Poll to be conducted at the venue of the AGM on the date of the meeting. Ballot Papers will be issued immediately after an announcement in this regard by the Chairman of the meeting and will continue up to 12 Noon or such extended time as may be fixed by the Company. The number of votes will be equivalent to the number of shares held by them as on the Cut-Off Date i.e. 24th July, 2015.

- IV. Mr. Sahadeb Rath, a Practising Company Secretary (Membership No. ACS 13298) has been appointed as the Scrutinizer to scrutinize the e-voting process. He will also act as Scrutinizer along with another shareholder at the Poll to be conducted at the meeting in a fair and transparent manner.
 - V. The Results shall be declared on and after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.occlindia.com and on the website of CDSL within 2 (two) days passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
9. All documents referred to the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during 11.00 am to 1.00 pm on all working days except Saturday(s), up to and including the date of Annual General Meeting of the Company.

ORIENTAL CARBON & CHEMICALS LIMITED

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.

Item No. 5

Mrs. Runa Mukherjee, aged about 62 years was appointed by the Board of Directors ('the Board') as an Additional Director of the Company with effect from 16th March, 2015 pursuant to Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and with Article 94 of the Articles of Association of the Company, Mrs. Runa Mukherjee holds office as a Director of the Company upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mrs. Runa Mukherjee, for the office of the Independent Director of the Company for five consecutive years for a term upto the conclusion of 40th Annual General Meeting of the Company in the calendar year 2020.

Mrs. Mukherjee is a Post Graduate in English from Delhi University and Post Graduate Diploma in Public Administration from Indian Institute of Public Administration, New Delhi. Mrs. Mukherjee is a prominent professional, who has served as Financial Advisor & Chief Accounts Officer with Indian Railways and subsequently as Executive Director Finance with Container Corporation of India besides other senior assignments.

Presently Mrs. Runa Mukherjee is on the Board of Alstrom Transport India Limited and RSK Logistics Knowledge Centre Pvt. Ltd. Mrs. Mukherjee is a Member of Audit Committee of Alstrom Transport India Limited. Mrs. Mukherjee does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mrs. Mukherjee fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Runa Mukherjee as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Runa Mukherjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Runa Mukherjee as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Mukherjee, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange. The Company has received a declaration from Mrs. Mukherjee that she meets the criteria of Independence as prescribed, both under Sec 149(6) of the Act and Clause 49 of the listing agreement.

Item No. 6

Mr. Akshat Goenka, aged about 27 years was appointed by the Board of Directors ('the Board') as an Additional Director of the Company with effect from 14th May, 2015 pursuant to Section 161 (1) of the Companies Act, 2013 read with Article 94 of the Articles of Association of the Company. Mr. Akshat Goenka holds office as a Director of the Company upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mr. Akshat Goenka, for the office of the Director of the Company.

The Board recommends the resolution in relation to appointment of Mr. Akshat Goenka as a Director, for the approval by the shareholders of the Company.

Except, Mr. Akshat Goenka, being an appointee and his relatives Mr. J P Goenka, Chairman and Mr. Arvind Goenka, Managing Director, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

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Item No. 7

Mr. Akshat Goenka is a Graduate in Economics and International Relations from University of Pennsylvania, USA, an Ivy League Institution. He was appointed in the Company as Executive (Projects) with effect from 4th January 2010 and promoted as Senior Manager on 1st April 2012. Later on he was promoted as Vice president on 1st June 2014. He played a key role in setting up Phase-I and Phase-II of the new Plant of the Company for manufacturing Insoluble Sulphur at SEZ Mundra, Gujarat. Over the years, he has also contributed in developing an organizational culture that contributes to furthering the Company's commitment to its core values and stimulates continuous improvements. He does not hold directorship in any other Company.

Mr. Akshat Goenka holds 100000 Equity shares of the Company. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Akshat Goenka as the Whole Time Director of the Company, retiring by rotation, with the designation of Joint Managing Director and the remuneration payable to him. The terms and conditions proposed are in line with the industry and commensurate with his qualification, duties and track record.

The Board of Directors at its meeting held on 14th May, 2015 has approved the appointment of Mr. Akshat Goenka as a Whole Time Director designated as Joint Managing Director for period of three years with effect from 1st June, 2015, as recommended by Nomination and Remuneration Committee, subject to the approval of the Shareholders and such other approvals as may be necessary, on remuneration set out below:

During the period of this Agreement and subject to the limits laid down in Sections 197 of the Companies Act, 2013, he shall be entitled to receive the following remuneration :

I. Salary :

- Rs. 3,75,000/- per month for the period 1st June, 2015 to 31st March, 2016.
- Rs. 4,25,000/- per month for the period 1st April, 2016 to 31st March, 2017.
- Rs. 4,75,000/- per month for the period 1st April, 2017 to 31st March, 2018.
- Rs. 5,25,000/- per month for the period 1st April, 2018 to 31st May, 2018.

II. Commission :

Subject to the overall ceilings laid down in Section 197 of the Companies Act, 2013, the amount of commission shall not exceed:

- Rs. 37,50,000/- for the period 1st June, 2015 to 31st March, 2016.
- Rs. 51,00,000/- for the period 1st April, 2016 to 31st March, 2017.
- Rs. 57,00,000/- for the period 1st April, 2017 to 31st March, 2018.
- Rs. 10,50,000/- for the period 1st April, 2018 to 31st May, 2018.

The amount of commission to be paid within the above limit shall be decided by the Board of Directors based on performance parameters viz. meeting financial forecasts, tactical initiatives and strategic achievements in the following proportions

- 50% for meeting financial forecasts
- 25% for tactical initiative
- 25% for strategic achievement

II. Perquisites:

Perquisites will be restricted to an amount equal to the annual salary. Unless the context otherwise requires, perquisites are classified into the following categories:

CATEGORY 'A'

Provision of hired/leased furnished accommodation by the Company or house rent in lieu thereof subject to a ceiling of 60% of the salary. Other perquisites like provision of gas, electricity, water and furnishings, medical benefits for self, wife and dependent children, leave travel concession, club fees, premium for personal accident insurance and flat maintenance allowance shall be allowed. It is further provided that valuation of each item of perquisites for the purposes of Income Tax Act, 1961 and Income Tax Rules, 1962 shall be in accordance with the provisions contained in the said Act and Rules.

ORIENTAL CARBON & CHEMICALS LIMITED

CATEGORY 'B'

Provident Fund, Superannuation Fund or Annuity Fund: The Company's contribution towards Provident Fund, Superannuation Fund or Annuity Fund shall be as per the Rules of the Company in force from time to time. Such contribution will not be included in the computation of the ceiling on perquisites.

Gratuity : As per Rules of the Company in force from time to time but not exceeding half a month's salary for each completed year of service and will not be included in the computation of the ceiling on perquisites.

He shall be entitled to Earned/Privilege Leave on full pay and allowance as per Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

CATEGORY 'C'

The Company will provide him with a car and telephone at his residence. However, provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Use of car and telephone for private purpose shall be billed by the Company to him.

Notwithstanding anything mentioned above, where in any financial year during the currency of his tenure as Joint Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him in that financial year shall be calculated in such a manner so that it does not exceed such limits as specified in Section II of Part II of Schedule V to the Companies Act, 2013.

As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

Except, Mr. Akshat Goenka, being an appointee and his relatives Mr. J P Goenka, Chairman and Mr. Arvind Goenka, Managing Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item No. 8

Mr. Arvind Goenka had been re-appointed as Managing Director of the Company by the Board of Directors of the Company for a period of three years with effect from 1st October 2012. The tenure of three years of Mr. Arvind Goenka as the Managing Director will expire on 30th September, 2015.

The Board of Directors at its meeting held on 14th May, 2015 has approved the re-appointment of Mr. Arvind Goenka as the Managing Director for a further period of three years with effect from 1st October, 2015, as recommended by Nomination and Remuneration Committee, subject to the approval of the Shareholders and such other approvals as may be necessary.

Mr. Arvind Goenka aged about 53 years, a commerce graduate from St. Xaviers College, Kolkata is an Industrialist hailing from the renowned family of (Late) Sir Badridas Goenka of the Industrial Group popularly known as House of Duncans. Mr. Goenka commands rich experience of over 30 years in managing and/or looking after Industries of diverse business Interests such as jute and cotton textiles, rubber chemicals and industrial engineering products meant for sophisticated applications. With expertise and hands on experience in finance and international marketing, he is responsible for the long-term goal setting of the Company and monitoring the progress of the Company thereto.

He is a Director in M/s. Schrader Duncan Limited, M/s. Asahi Songwon Colours Limited and M/s. Tomkins Consulting Services India Pvt. Ltd.(under liquidation).

He is also member of Audit Committee and Nomination and Remuneration Committee of Schrader Duncan Limited and member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

ORIENTAL CARBON & CHEMICALS LIMITED

During the period of this Agreement and subject to the limits laid down in Sections 197 of the Companies Act, 2013, he shall be entitled to receive the following remuneration :

I. Salary :

- Rs. 4,50,000/- per month for the period 1st October, 2015 to 30th September, 2016.
- Rs. 5,00,000/- per month for the period 1st October, 2016 to 30th September, 2017.
- Rs. 5,50,000/- per month for the period 1st October, 2017 to 30th September, 2018.

II Commission :

Subject to the overall ceilings laid down in Section 198 and 309 of the Companies Act, 1956, the amount of commission shall not exceed :

- Rs. 54,00,000/- for the period 1st October, 2015 to 30th September, 2016.
- Rs. 60,00,000/- for the period 1st October, 2016 to 30th September, 2017.
- Rs. 66,00,000/- for the period 1st October, 2017 to 30th September, 2018.

The amount of commission to be paid within the above limit shall be decided by the Board of Directors based on performance parameters viz. meeting financial forecasts, tactical initiatives and strategic achievements in the following proportions

- 50% for meeting financial forecasts
- 25% for tactical initiative
- 25% for strategic achievement

III. Perquisites:

Perquisites will be restricted to an amount equal to the annual salary. Unless the context otherwise requires, perquisites are classified into the following categories:

CATEGORY 'A'

Provision of hired/leased furnished accommodation by the Company or house rent in lieu thereof subject to a ceiling of 60% of the salary. Other perquisites like provision of gas, electricity, water and furnishings, medical benefits for self, wife and dependent children, leave travel concession, club fees, premium for personal accident insurance and flat maintenance allowance shall be allowed. It is further provided that valuation of each item of perquisites for the purposes of Income Tax Act, 1961 and Income Tax Rules, 1962 shall be in accordance with the provisions contained in the said Act and Rules.

CATEGORY 'B'

Provident Fund, Superannuation Fund or Annuity Fund: The Company's contribution towards Provident Fund, Superannuation Fund or Annuity Fund shall be as per the Rules of the Company in force from time to time. Such contribution will not be included in the computation of the ceiling on perquisites.

Gratuity : As per Rules of the Company in force from time to time but not exceeding half a month's salary for each completed year of service and will not be included in the computation of the ceiling on perquisites.

He shall be entitled to Earned/Privilege Leave on full pay and allowance as per Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

CATEGORY 'C'

The Company will provide him with a car and telephone at his residence. However, provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Use of car and telephone for private purpose shall be billed by the Company to him.

Notwithstanding anything mentioned above, where in any financial year during the currency of his tenure as a Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him in that financial year shall be calculated in such a manner so that it does not exceed such limits as specified in Section II of Part II of Schedule V to the Companies Act, 2013.

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As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for re-appointment of Mr. Arvind Goenka for the period of three years.

Except, Mr. Arvind Goenka, being an appointee and his relatives Mr. J P Goenka, Chairman and Mr. Akshat Goenka, Jt. Managing Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Item No. 9

The Board, on recommendation of the Audit Committee, has approved the appointment of the Cost Auditor to conduct the audit of cost records relating to the manufacture of Chemicals (excluding 100% Export Oriented Unit & SEZ) for the financial year ending March 31, 2016 at a remuneration of Rs. 1,25,000/- plus applicable service tax and reimbursement of actual out of pocket expenses.

In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

Item No. 10

The existing Articles of Association of the Company ("Existing Articles") were based on the Companies Act, 1956, as amended from time to time. With the implementation of the Companies Act, 2013 and its allied rules, the provisions of Companies Act, 1956 are getting repealed in a phased manner.

The Board of Directors of the Company believes that it is desirable that the relevant clauses in the Articles of Association of the Company be revised so that they fully reflect not only the law governing the Company and rules and regulations made thereunder, but must also be in conformity with the provisions of the Companies Act, 2013 and Rules made thereunder and must also comply with the listing agreement with the Stock Exchanges and SEBI Guidelines.

Since the required alterations, deletions, insertions etc. to the Existing Articles would be numerous, it is felt prudent to entirely substitute the Existing Articles and adopt the new Articles of Association (New Articles).

Pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder alteration of Articles of Association requires approval of the members of the Company by way of passing a Special Resolution at a general meeting.

The Company will furnish a copy of the New Articles on demand to every member. A copy of the draft New Articles to be adopted, as referred to in the notice / explanatory statement hereto, will be made available to the Members for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturday till the date of this Meeting. Members may also download the copy of the New Articles from the website of the Company at the link: www.occlindia.com. In addition, a copy of the New Articles will be placed for inspection by members at the Meeting.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends passing of the resolution under Item no. 10 of the notice as a Special Resolution.

By Order of the Board

Registered Office :
31, Netaji Subhas Road
Kolkata-700 001

Pranab Kumar Maity
Sr. Manager Legal &
Company Secretary

Dated: 14th May, 2015

ORIENTAL CARBON & CHEMICALS LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors hereby present their Thirty Fifth Report along with the Audited Annual Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2015.

1. FINANCIAL RESULTS

(Rs. Lakhs)

Particulars	For the Year ended 31.3.2015	For the Year ended 31.3.2014
Net Sales/Income from Operations	2,82,57.35	2,61,69.57
Other Income	12,86.13	3,49.00
Total Revenue	2,95,43.48	2,65,18.57
Profit/(Loss) Before Taxation	62,96.21	50,15.50
Provision for Taxation *	(11,64.61)	(9,71.59)
Profit/(Loss) after Taxation	51,31.60	40,43.91
Amount Available for Appropriation	1,82,36.57	1,44,48.18
Appropriation:		
Interim/Proposed Dividend on Equity Shares	8,75.17	7,20.72
Tax on Dividend	1,77.04	1,22.49
Transferred to General Reserve	-	500.00
Balance Carried to Balance Sheet	1,71,84.36	1,31,04.97

* Including Rs. 2,67.12 Lakhs Deferred Tax (Previous year Rs. 2,14.26 Lakhs)

2. DIVIDEND

Your Directors are pleased to recommend Final Dividend of 55% on 10296062 Equity Shares (Rs.5.5 per share of Rs.10 each). The Dividend will absorb Rs.6,81.57 Lakhs (Inclusive of Dividend Tax of Rs.1,15.28 Lakhs). With this, the total dividend for the year including interim dividend of 30% comes to 85%.

3. OPERATIONS

Insoluble Sulphur

During the year, Company's Gross Revenue from Insoluble Sulphur increased by 5% over the previous year driven by growth in domestic as well as export sales. Export sales quantity increased by 10% as compared to last year on account of increased off take by existing customers and addition of some new customers. The growth rate in domestic volumes was 6% only as the tyre industry in India was in the grip of slowdown and demand picked up late in the second half of the year. The increase in production was 14% over previous year. Contribution levels were also maintained on account of better capacity utilization of Mundra Plant and optimization of utility consumption.

Sulphuric Acid & Oleum

Sulphuric Acid and Oleum sales also registered 40% growth over previous year due to better market conditions. Production of Sulphuric Acid (Eqvt.) was 32% higher than previous year. This was due to debottlenecking of the Plant in the previous year.

FUTURE PROSPECTS

Insoluble Sulphur

Production from both the Plants have now been fully tied up and it is expected that the Company will be able to utilise its installed capacities at the optimum levels. Demand of Insoluble Sulphur in India is expected to grow in

ORIENTAL CARBON & CHEMICALS LIMITED

double digits on the back of increased use of Radial Tyres in Commercial Vehicles which consumes more Insoluble Sulphur. Global Demand continues to grow at 3-4% per annum resulting in positive outlook. In order to expand its customer base and geographical footprints, the Company is exploring capacity expansion at Mundra. The Future prospects are discussed in greater detail in the management discussion and analysis annexed to this report.

Sulphuric Acid & Oleum

The prospects of Sulphuric Acid and Oleum, being commodity products remain same. The pricing trend is determined by one dominate manufacturer for whom Sulphuric Acid is a by-product. However, as the full steam requirement of Insoluble Sulphur Plant is now met by Sulphuric Acid Plant, the plant continues to be viable.

4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information, compliance of various internal controls and other regulatory and statutory compliances. Self certification exercise is also conducted by which senior management certifies effectiveness of the internal control system of the Company. Internal Audit is conducted throughout the organization by qualified outside Internal Auditors. Findings of the Internal Audit Report are reviewed by the top Management and by the Audit Committee of the Board and proper follow up action are ensured wherever required. The Statutory Auditors have evaluated the system of internal controls of the Company and have reported that the same are adequate and commensurate with the size of the Company and nature of its business.

5. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business of the Company during the year. The Company has only one subsidiary, namely Schrader Duncan Limited (SDL) and there was no change in the nature of the business of this Subsidiary. There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future. There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2015 and the date of this report.

6. RESEARCH & DEVELOPMENT

Research & Development is fundamental to the Company's efforts to maintain the technical and quality edge for the product. A full in-house Research & Development team works on continuous basis to improve the quality of product and its properties. New Grades are also being developed to meet customers varied requirements. Research in the areas of reducing utilities cost and process parameters improvement is also being done. Help of accredited independent laboratories is also taken as and when required for studying and evolving critical parameters.

The Company's Research and Development unit is approved from Department of Scientific and Industrial Research, Ministry of Science and Technology Government of India.

The focus on R&D has increased during the year. The R&D lab has been augmented by acquiring state of the art analytical and process equipments to help in faster and detailed analysis. Further, pilot plants, as required, are being set up to validate the research findings. The details of some specific R&D activities carried out and benefits derived out of them have been annexed to this report.

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

As required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules 2014, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed to this Report.

8. POLLUTION CONTROL

Your Company's Plants have all the requisite Pollution Control Equipments and meets all the desired and statutory norms in this regard. The Insoluble Sulphur Units of the Company enjoys ISO-TS 16949:2009, EMS14001-2004 and OHSAS18001:2007 Certification.

9. STATUTORY AUDITORS AND AUDIT REPORT

Messrs Singhi & Co., Chartered Accountants, were appointed as Auditors of the Company for tenure of three years i.e. from the conclusion of 34th Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company. However, this appointment is subject to ratification by members at every Annual General Meeting held after appointment during their tenure of office. The Auditors have confirmed their eligibility and qualification under Section 141 of Companies Act 2013 and therefore, their ratification for appointment as Statutory Auditors for the year 2015-16 is being sought from the Members of the Company at the ensuing AGM. As regards the comments in the Auditors' Report, the relevant notes in the Accounts are self explanatory and may be treated as information/ explanation submitted by the Board as contemplated under provisions of the Companies Act, 2013.

10. SECRETARIAL AUDIT

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, a secretarial audit was conducted during the year by Secretarial Auditors M/s. S.Rath & Company. The Secretarial Auditor's Report is attached as annexure and form part of this report. There are no qualifications or observations or remarks made by the Secretarial Auditors in their Audit Report.

11. COST AUDIT

In compliance with the Central Government's order, your Board has appointed Messrs. J K Kabra & Co., Cost Accountants, to carry out the Cost Audit of the Company in respect of Chemicals for the financial year 2014-15. The Cost Audit Report for the year ended 31st March, 2014 has been submitted to the Ministry of Corporate Affairs.

12. PUBLIC DEPOSITS

Fixed Deposits from public outstanding with your Company at the end of the financial year stood at Rs. 4,94,02,000/-. Of this, deposit amounting to Rs. 10,000/- which had fallen due for payment on 7th May, 2003 has since been claimed by the depositor on 5th May, 2010. However, the same could not be paid as the depositor has failed to produce the Original Deposit Receipt in respect thereof. Deposits aggregating to Rs.14,94,000/- due for repayment on or before 31st March, 2015 were not claimed by the depositors by the said date. Out of these, deposits totalling Rs. 14,000/- have since been claimed and settled. This apart, deposits amounting to Rs. 12,95,000/- though fallen due for payment, could not be settled as there is a dispute between the concerned joint depositors and the matter is sub-judice.

13. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of your Director's knowledge and belief and according to the information and explanations obtained your Directors make the following statements in terms of section 134 (3)(c) of the Companies Act, 2013:

- i) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit and loss of the Company for that period.
- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the annual financial statements have been prepared on a going concern basis;
- v) that proper financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

14. AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company consists of Mr O.P Dubey as Chairman, Mr. B.B Tandon, Mr. Suman J Khaitan as Members. The Company Secretary is the Secretary of the Committee. The Managing Director, Chief Financial Officer and Auditors are permanent invitees to the committee meetings. The detail of terms of reference of Audit Committee, number and dates of meetings held, attendance of the directors and remunerations paid to them are given separately in the attached Corporate Governance Report. Your Company has a well structured Internal Audit System commensurate with its size and operations. During the year there were no instances where the Board had not accepted the recommendations of the Audit Committee.

15. STAKE HOLDER'S RELATIONSHIP COMMITTEE

The Company has a Stake Holder's Relationship Committee for reviewing shareholders/investors complaints. The present members of this Committee are Mr J.P Goenka (Chairman), Mr. Arvind Goenka (Member) and Mr. Suman J Khaitan (Member). The detail of number and dates of meetings held attendance of the directors and remunerations paid to them are given separately in the attached Corporate Governance Report.

16. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee was constituted on 29th May, 2014 with Mr. Suman J Khaitan as Chairman, Mr. K Raghuraman and Mr. Arvind Goenka as members. The detail of terms of reference, number and dates of meetings held, attendance of the directors and remunerations paid to them are given separately in the attached Corporate Governance Report.

The Company recognizes that an effective practice of CSR is required giving due consideration to the welfare of the community, environment and social structure that it operates in and that of the country including focus welfare areas identified by the State and Central Government. CSR Committee of the Company has laid down the policy to meet the Corporate Social Responsibility objectives of the Company.

The CSR Policy includes any activity prescribed as CSR activity as per the Rules of Companies Act 2013. The main Focus areas taken in the policy are Education, Health care and family welfare, Environmental Safety, contribution to any relief fund setup by the Government of India and any State Government.

The details of amount of Rs. 90.00 lakhs spent on CSR activities and projects undertaken during the year are given in the annexure to the Directors Reports.

The detailed CSR policy of the Company is available on the website of the Company which is www.occlindia.com.

17. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has Mr. O.P. Dubey as Chairman, Mr. B.B Tandon and Mr. K Raghuraman as members. The detail of terms of reference of this Committee, number and dates of meetings held attendance of the directors and remunerations paid to them and the brief outline of the Remuneration policy of the company are given separately in the attached Corporate Governance Report.

The approved Remuneration Policy of the company is also available on the website of the Company which is www.occlindia.com.

18. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report. The Independent Directors are regularly updated on industry and market trends, plant and process and operational performance of the Company through presentations in this regard and periodic plant visits. They are also periodically kept aware of the latest developments in the Corporate Governance, their duties as directors and relevant laws.

19. DIRECTORS

Mr. J P Goenka retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment.

ORIENTAL CARBON & CHEMICALS LIMITED

The term of Mr. Arvind Goenka, Managing Director of the Company, is expiring on 30th September, 2015. The Board has extended his term for a period of three years subject to your approval and such other approvals as may be required. Details of the proposal of his re-appointment are mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of 35th Annual General Meeting.

Mrs. Runa Mukherjee was appointed by the Board of Directors by resolution of circulation on 16th March, 2015. Mrs. Mukherjee holds office as an Additional Director of the Company upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with prescribed deposit from a member of the Company signifying his intention to propose the candidature of Mrs. Runa Mukherjee for the Office of the Director of the Company.

As per Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, your Directors are seeking reappointment of Mrs. Runa Mukherjee as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of 40th Annual General Meeting of the Company in the calendar year 2020. Details of the proposal of appointment of Mrs. Runa Mukherjee are mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of 35th Annual General Meeting. Her appointment is appropriate and in the best interest of the Company.

Mr. Akshat Goenka, Vice President was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th May, 2015. The Directors are seeking appointment of Mr. Akshat Goenka as a Whole Time Director, retiring by rotation, designated as 'Joint Managing Director' for a period of three years w.e.f. 1st June, 2015. Details of the proposal of appointment of Mr. Akshat Goenka are mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of 35th Annual General Meeting. His appointment is appropriate and in the best interest of the Company.

The independent directors of the Company have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Sec 149 of the Companies Act 2013 and the Board is also of the opinion that independent directors fulfill all the conditions specified in the Companies Act 2013 making them eligible to act as independent directors.

20. PARTICULARS OF EMPLOYEES AND KEY MANAGERIAL PERSONNEL (KMP)

The following three persons are the Key Managerial Personnel of the Company as per the provisions of Sec 203 of the Companies Act, 2013.

- a) Mr. Arvind Goenka, Managing Director
- b) Mr. Anurag Jain, Chief Financial Officer
- c) Mr. Pranab Maity, Company Secretary

Pursuant to Sec 134(3) (q) read with Rule 5 of Companies (appointment and Remuneration of Managerial Personnel) Rules 2014, The Remuneration and other details of Key Managerial Personnel and other Employees for the year ended March 2015 are annexed to this report.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial Statements

22. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arms' length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of Company at large. All related party transactions are placed before the Audit Committee and given in the notes annexed to and forming part of this Financial Statement. The approved policy on related party transactions is also available on the website of the Company www.occlindia.com.

23. SUBSIDIARY

The Company has only one subsidiary, namely Schrader Duncan Limited (SDL). A statement containing financial details of the subsidiary is included in the Annual Report.

ORIENTAL CARBON & CHEMICALS LIMITED

As required under the Listing Agreements entered into with the Stock Exchanges, a consolidated financial statements presented by the Company in this Report include the financial results of the subsidiary company duly audited by the statutory auditors. The said statements have been prepared in accordance with the relevant accounting standards as prescribed under the Companies Act, 2013.

24. VIGIL MECHANISM POLICY

The Company has a Vigil Mechanism Policy to deal with instance of fraud and mismanagement, if any. The details of the Vigil Mechanism Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

25. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed to this report.

26. RISK MANAGEMENT

As a policy the Company has identified key risk concern/areas. The assessment of each risk area has been done on quarterly basis. Following are of the concern areas of the Company:

Market Related Risk: related to mainly demand, realisation and redundancy of the product.

Production related Risk: related to mainly availability of inputs, accident or break down in the plant and rejection of material by the customers.

Human Resources Risk includes the risk of labour unrest, high employee turnover ratio and lower productivity due to dissatisfaction of employees.

Revenue Risk: adverse exchange rate movement.

The Board and the Audit Committee takes note of the Risk management of the Company in every quarter.

The Risk Assessment is also discussed in the Management Discussion and Analysis attached to this report.

27. NUMBER OF MEETINGS OF THE BOARD

During the year four Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

28. CORPORATE GOVERNANCE

- a) As per the amended Listing Agreement with the Stock Exchanges, a Management Discussion & Analysis, a Report on Corporate Governance together with the Auditors' certificate regarding the Compliance of conditions of Corporate Governance forms part of the Annual Report.
- b) The Board of Directors of the Company has laid down a comprehensive Code of Conduct for all its Board members and senior management personnel which have also been posted on the website of the Company. A certificate by the Managing Director regarding compliance of the code of conduct of the Company is also included in the Annual report.

29. ACKNOWLEDGMENTS

The Board places on record its appreciation of the support and assistance of various Banks, Government Agencies, Suppliers, valued Customers and the shareholders in particular and looks forward to their continued support. Relations between your Company and its employees remain cordial and the Directors wish to express their appreciation for the co-operation and dedication of all employees of the Company.

By Order of the Board

Place : New Delhi
Date : 14th May, 2015

J.P. Goenka
Chairman

ORIENTAL CARBON & CHEMICALS LIMITED

ANNEXURE TO DIRECTORS' REPORT

INFORMATION AS PER SECTION 134(3)(m) OF COMPANIES ACT, 2013 AND FORMING PART OF THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2015

I. CONSERVATION OF ENERGY

- (a) Energy Conservation Measures taken:
 - Sulphuric Acid Plant de-bottlenecked to meet 100% steam requirement of Insoluble Sulphur plants at Dharuhera through utilisation of excess steam generated in Sulphuric Acid Plant by installing High Pressure Waste Heat Boiler.
 - Provision of VFD in Cooling Towers
 - Steam distribution system optimisation
 - Replacement of existing motors with lower rating as per actual requirement and also with high efficiency ones.
 - Replacement of Oil burners with electric heating in some areas.
- (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:
 - Provision of VFD in vacume pumps for saving electricity
 - Optimisation of equipments for better heat transfer
 - Reduction in utility consumption by cross usage of resources amongst different plants at Dharuhera
- (c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:
 - The above measures have helped in saving in power and fuel cost reducing the cost of production resulting in reduction in environmental impact.
 - Surplus Steam available for meeting 100% requirement of Insoluble Sulphur Plants at Dharuhera.
- (d) Total energy consumption and energy consumption per unit of production:

FORM-A

Form for disclosure of particulars with respect to conservation of energy.

A. POWER AND FUEL CONSUMPTION

1. Electricity

		Current year	Previous year
(a) Purchased Units	(KWH)	30,848,800	29,096,350
Total Amount	(Rs. in Lacs)	19,69.25	17,52.87
Rate/ Unit	(Rs.)	6.38	6.02
(b) Own generation			
(i) Through Diesel Generator			
Units	(KWH)	1,639,253	1,140,302
Units/Ltr. of Diesel	(KWH)	3.64	3.71
Cost/Unit	(Rs.)	13.95	13.66

2. Coal (specify quantity and where used)

Quantity	(Tonnes)	—	—
Total cost	(Rs.)	—	—
Average Rate	(Rs.)	—	—

3. Furnace Oil /HSD

Quantity	(Ltrs)	2,133,169	4,741,448
Total cost	(Rs. in Lacs)	10,07.48	21,06.07
Average Rate	(Rs.)	47.23	44.42

4. Other / Internal Generation

(Process Steam)			
Quantity	(MT)	77,506	73,125
Total Cost	(Rs. in Lacs)	10,67.07	14,87.37
Rate/ Unit	(Rs.)	1,376.77	2,034.01

B. CONSUMPTION PER UNIT OF PRODUCTION (MT)

Products		Standards if any		
(a) Sulphuric Acid				
Electricity	(in Units)	N.A.	37	34
(b) Oleum				
Electricity	(in Units)	N.A.	71	71
(c) Insoluble Sulphur				
(i) Electricity	(in Units)	N.A.	1441	1545
(ii) HSD	(in Ltrs)	N.A.	67	83
(iii) Others-Process Steam	(in MT)	N.A.	4	4

ORIENTAL CARBON & CHEMICALS LIMITED

II. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per Form-B of the Annexure to the Rules.

1. Research & Development

- | | |
|--|---|
| (i) Specific area in which R&D carried out by the Company | : 1. Improvement in stability of Insoluble Sulphur
2. Improvement in dispersion of Insoluble Sulphur
3. Introduction of new grades in collaboration with Customers
4. Process Optimisation to minimise rejections |
| (ii) Benefits derived as a result of the above R&D | : Loyalty of existing customers coupled with enlistment of new quality-conscious customers, value addition in products, edge over competitors, and better control over qualitative deviations, control over cost |
| (iii) Future plan of action | : 1. Development of New Grades specific to customer requirements
2. Commercialisation of pre-dispersed Insoluble Sulphur.
3. Process Side research for optimisation of various production parameters and costs.
The Company has a in-house R&D unit which has been recognised by Ministry of Science & Technology, Department of Scientific & Industrial Research
The R&D Unit is being augmented thorough acquisition of state of art analytical and process equipments. |
| (iv) Expenditure on R&D (Rs. in Lakhs) | |
| (a) Capital | : 129.73 |
| (b) Recurring | : 42.58 |
| (c) Total | : 172.31 |
| (d) Total R&D expenditure as a percentage of total turnover. | : 0.61% |

2. Technology absorption, adaptation and innovation:

: Production optimisation and innovation in the field of developing new and improved offerings, savings in consumption ratios and utilities.

III. FOREIGN EXCHANGE EARNING AND OUTGO

- | | |
|---|---|
| (a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans | : The Company registered a growth of 3.61% by value in exports. Exports Constituted 72.34% of total Insoluble Sulphur sales during the year by value. |
| (b) Total foreign exchange used and earned (Rs. in lakhs) | |
| (i) Earned | : 18057.77 |
| (ii) Used | : 516.86 |

By Order of the Board of Directors

Place : New Delhi

Date : 14th May, 2015

J.P. Goenka

Chairman

ORIENTAL CARBON & CHEMICALS LIMITED

ANNEXURE TO DIRECTOR'S REPORT

PARTICULARS OF EMPLOYEES PERSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

I. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ;	Mr. J.P Goenka- 9:10 Mr. Arvind Goenka -408:10 Mr. B.B Tandon- 38:10 Mr. K Raghuraman- 24:10 Mr. O.P Dubey- 38:10 Mr. S.J Khaitan- 46:10 Mr. H.S. Shashikumar – 14:10												
II. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year ;	Directors: Mr. J.P Goenka -128% Mr.Arvind Goenka-18% Mr.B.B Tandon-100% Mr. K Raghuraman-162% Mr. O.P Dubey-100% Mr. S.J Khaitan-166% Mr. H Shashikumar -200% Key Managerial Personnel Mr.Arvind Goenka-18% Mr. Anurag Jain-47% Mr. Pranab Maity-17%												
III. The percentage increase in the median remuneration of employees in the financial year;	11%												
IV. The number of permanent employees on the rolls of Company;	385 employees as on 31/03/2015												
V. The explanation on the relationship between average increase in remuneration and Company performance;	Average increase in the remuneration of all employees was 14% for the year 2014-15 which is based partly on the result of the Company for the year, partly on inflation, industry trend and partly on the individual employee’s performance. Total Sales increased by 16% over last year. The Increase in Directors remuneration is due to revision in sitting fees on account of increased responsibilities after implementation of Companies Act 2013.												
VI. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The remuneration of key managerial personnel is linked with the performance of the Company and their individual performance. The increase in remuneration of Managing Director and Company Secretary is 18% and 17% respectively against increase in profit by 25% and turnover 16%. In case of Chief Financial Officer, increase is higher due to his elevation to CFO during the year.												
VII. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed Companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year.	<table><tr><td></td><td>31/03/15</td><td>31/03/14</td></tr><tr><td>Market Capitalisation</td><td>463.94</td><td>9.04</td></tr><tr><td>PE Ratio</td><td>163.04</td><td>4.03</td></tr><tr><td>% Increase</td><td>185%</td><td>124%</td></tr></table> <p>The Company has not made any public offer of securities in the last 22 years, therefore comparison have not been made of current share price with public offer price. The Company’s Shares are listed on Bombay Stock Exchange and The Calcutta Stock Exchange Ltd.</p>		31/03/15	31/03/14	Market Capitalisation	463.94	9.04	PE Ratio	163.04	4.03	% Increase	185%	124%
	31/03/15	31/03/14											
Market Capitalisation	463.94	9.04											
PE Ratio	163.04	4.03											
% Increase	185%	124%											

ORIENTAL CARBON & CHEMICALS LIMITED

VIII. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average Salary Increase of non managerial employees was 14% Increase in managerial remuneration was 18% The increase in managerial remuneration reflects the contribution of MD in steering the Company to a growth path and is commensurate with the industry standards. Average salary reflects average increase of all employees who have contributed to a varying degree to the growth of the Company.
IX. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	Same as (VI)
X. The key parameters for any variable component of remuneration availed by the directors;	Managing Director is entitled to performance linked bonus. All other directors are also entitled to Commission based on the performance of the Company in addition to the sitting fees.
XI. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	Managing Director is the Highest paid director. No Employee received remuneration higher than the managing director.
XII. Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2015 is as per the remuneration policy of the Company.

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

Sl. No.	Name	Designation & Nature of Duties	Remuneration (Rs.)	Qualification & Total Service Experience (Years)	Age (Years)	Date of Commencement of Employment	Last employment held before joining the Company	
Company Designation								
(A) EMPLOYED THROUGHOUT THE YEAR								
1.	Goenka Arvind	Managing Director	14,327,496	B.Com (30)	53	01.10.2009	Duncan International India Ltd.	Vice President
2.	Jain Anurag	Chief Financial Officer	9,582,450	B.Sc (25)	48	01.10.1990	NA	NA

NOTES :

1. Remuneration has been calculated on the basis of Section 198 of the Companies Act, 1956 and includes expenditure incurred by the Company on salary and for provision of benefits to the employees, excluding actuarial valuation of Retirement Benefits.
2. The nature of employment is contractual.
3. Mr. Arvind Goenka is related to Mr. J.P. Goenka Chairman of the Board.

By Order of the Board

Place : New Delhi
Date : 14th May, 2015

J.P. Goenka
Chairman

ORIENTAL CARBON & CHEMICALS LIMITED

ANNEXURE TO DIRECTORS' REPORT REPORT ON CSR ACTIVITIES/INITIATIVES

[Pursuant to Section 135 of the Act & Rules made thereunder]

As per the requirement of the Companies Act 2013, Corporate Social Policy was drafted by the Company.

A Corporate Social Responsibility Committee was also Constituted on 29th May 2014 with the following members

Mr Suman J Khaitan	Chairman
Mr. Arvind Goenka	Member
Mr. K Raghuraman	Member

As per the approved CSR policy following focus areas were identified.

Education, Health care and Family welfare, Environmental Safety, Contribution to Govt Funds any activity that may be prescribed as CSR activity as per the Rules of Companies Act 2013. Based on the Average Net profit for last three financial years the budgeted CSR expenditure for the FY 2014-15 was Rs 89.79 lakhs. The Total Amount spent on CSR activities during the year was Rs 90 Lakhs. The manner in which the amount spent during financial year, is detailed below:

Sr. No.	CSR project/ Activity Identified	Sector in which the Project is covered	Projects/ Programmes 1. Local area/ other - 2. specify the state/district (Name of the District/s, State/s where project/ programme was undertaken)	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Sub-heads: 1. Direct expenditure on project/ programme. 2. Overheads (in 'Rs.) Direct:	Cumulative spend upto to the reporting period (in 'Rs.)	Amount spent: Direct/through implementing agency*
1	Contribution to Prime Minister's national Relief fund	Contribution to Govt Fund	Contribution to Prime Minister's national Relief fund		25,00,000	25,00,000	Direct Contribution
2	Construction of Toilets, renovation of School/College Building, Education to under privileged Children, Mid Day Meal etc	Promoting Education/ Sanitation/ Health Care	In the State of Rajasthan, Haryana and Gujarat		29,91,536	54,91,536	Through Oriental Foundation Trust
3	Renovation of School/College Building	Promoting Education	Doondlodh, Rajasthan		25,00,000	79,91,536	Through Ram Chandra Goenka Charitable Trust*
4	Animal Rescue Ambulance	Animal Welfare	Delhi, NCR		4,55,000	84,46,536	Through Oriental Foundation Trust
5	Promoting Education	Promoting Education			5,53,464**	90,00,000	Through Oriental Foundation Trust

* The amount is transferred to the Trust for the Project work to be undertaken

** Rs 5.53 lakhs which has already been transferred to a registered trust and will be spent by the trust during FY 2015-16

ORIENTAL CARBON & CHEMICALS LIMITED**ANNEXURE TO DIRECTORS' REPORT****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2015****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L24297WB1978PLC031539
2.	Registration Date	19 th June, 1978
3.	Name of the Company	ORIENTAL CARBON & CHEMICALS LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/Indian Non-Government Company
5.	Address of the Registered office & contact details	31, Netaji Subhas Road, Kolkata – 700 001 Phone: +91 33 22306831-34; Fax: +91 33 22434772 Email: investorfeedback@occlindia.com; Website: www.occlindia.com
6.	Whether listed company	Yes. Listed on BSE Ltd. and The Calcutta Stock Exchange Ltd.
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Link Intime India Pvt. Ltd. 59C, Chowringhee Road, 3 rd Floor, Kolkata – 700 020 Phone: +91 33 22890540; Fax: +91 33 22890539 Email: Kolkata@linkintime@co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Insoluble Sulphur	2802	93%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of share held	Applicable Section
1	Schrader Duncan Ltd.	L28991PN1961PLC139151	Subsidiary	51%	2(87(ii))

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1097568	-	1097568	10.66	1082068	-	1082068	10.51	-0.15%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4707675	-	4707675	45.72	4723175	-	4723175	45.87	0.15%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	5805243	-	5805243	56.38	5805243	-	5805243	56.38	-

ORIENTAL CARBON & CHEMICALS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	4600	1450	6050	0.06	32900	1450	34350	0.33	0.27
b) Banks / FI	-	1680	1680	0.02	-	1680	1680	0.02	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	675315	50	675365	6.56	665908	50	665958	6.47	-0.09
g) FIIs	-	-	-	-	1690	-	1690	0.02	0.02
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	679915	3180	683095	6.64	700498	3180	703678	6.84	0.20
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	648258	4470	652728	6.34	521038	4140	525178	5.10	-1.24
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1540091	572974	2113065	20.52	1750566	542553	2293119	22.27	1.75
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	926346	-	926346	9.00	846157	-	846157	8.22	-0.78
c) Others (specify)									
Non Resident Indians	62007	-	62007	0.60	77054	-	77054	0.75	0.15
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	53578	-	53578	0.52	45633	-	45633	0.44	-0.08
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):	3230280	577444	3807724	36.98	3240448	546693	3787141	36.78	-0.20
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3910195	580624	4490819	43.62	3940946	549873	4490819	43.62	-

ORIENTAL CARBON & CHEMICALS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	9715438	580624	10296062	100.00	9746189	549873	10296062	100.00	-

B) Shareholding of Promoter-

S No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	Aparna Goenka	393775	3.83	-	393775	3.83	-	-
2	Arvind Goenka	156252	1.52	-	156252	1.52	-	-
3	Akshat Goenka	100000	0.97	-	100000	0.97	-	-
4	Shreya Goenka	123600	1.20	-	123600	1.20	-	-
5	Shreyans Goenka	103600	1.00	-	103600	1.00	-	-
6	Sujata Goenka	20984	0.20	-	20984	0.20	-	-
7	Uma Goenka	199357	1.94	-	183857	1.79	-	-0.15
8	Cosmopolitan Investments Ltd.	1904528	18.50	-	1904528	18.50	-	-
9	New India Investment Corporation Ltd.	1202136	11.67	-	1202136	11.67	-	-
10	Haldia Investment Company Ltd.	591895	5.75	-	591895	5.75	-	-
11	Duncan International (India) Ltd.	979116	9.51	-	994616	9.66	-	0.15
12	Disciplined Investments Ltd.	30000	0.29	-	30000	0.29	-	-
	TOTAL	5805243	56.38	-	5805243	56.38	-	-

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	5805243	56.38	5805243	56.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NA	NA	NA	NA
	At the end of the year	5805243	56.38	5805243	56.38

ORIENTAL CARBON & CHEMICALS LIMITED

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Life Insurance Corporation of India	368668	3.58	368668	3.58
2.	General Insurance Corporation of India	306647	2.98	297240	2.89
3.	Kanco Tea & Industries Limited	304954	2.96	256404	2.49
4.	Anil Kumar Goel	139000	1.35	160000	1.55
5.	Sangeetha S	138490	1.35	121390	1.18
6.	Bank of Baroda	100000	0.97	Nil	Nil
7.	Nirmal M Bang	92728	0.90	Nil	Nil
8.	Seema Goel	76000	0.74	81000	0.79
9.	JNJ Holdings Pvt. Ltd.	66999	0.65	1	-
10.	Darshana Jignesh Kothari	53000	0.51	37400	0.36
11.	Sangeeta Nirmal Bang	Nil	Nil	49215	0.48
12.	Neeta Manoj Ruparel	52500	0.51	37580	0.36
13.	Suresh Bhatia	34200	0.33	34200	0.33

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Arvind Goenka, Managing Director				
	At the beginning of the year	156252	1.52		
	Changes during the year	No Change			
	At the end of the year			156252	1.52
2.	Mr. Anurag Jain, CFO				
	At the beginning of the year	1875	0.018		
	Changes during the year				
	30.03.2015 Buy	600	0.005	2475	0.023
	At the end of the year			2475	0.023
3.	Mr. Pranab Kumar Maity, Company Secretary				
	At the beginning of the year	Nil			
	Changes during the year	No Change			
	At the end of the year			Nil	

ORIENTAL CARBON & CHEMICALS LIMITED

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Unsecured Public Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	806574848	NIL	47836000	854410848
ii) Interest due but not paid	NIL	NIL	5841709	5841709
iii) Interest accrued but not due	400324	NIL	-	400324
Total (i + ii + iii)	806975173	NIL	53677709	860252557
Change in Indebtedness during the financial year				
* Addition	NIL	NIL	62000	62000
* Reduction	205274115	NIL	-	205274115
Net Change	205274115	NIL	62000	205212115
Indebtedness at the end of the financial year				
i) Principal Amount	601300733	NIL	47898000	649198733
ii) Interest due but not paid	NIL		3971587	3971587
iii) Interest accrued but not due	277103	NIL	-	277103
Total (i + ii + iii)	601577836		51869587	653447423

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of Managing Director Mr. Arvind Goenka	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14219000	14219000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	108496	108496
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others please specify	-	-
	Total (A)	14327496	14327496
	Ceiling as per the Act	-	31481050

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. J.P Goenka	Mr. B.B Tandon	Mr. K Ra- ghuraman	Mr S J Khaitan	Mr O.P Dubey	Mr. H Sha- hikmar (LIC Nominee)	
1	Independent Directors							
	Fee for attending board committee meetings		330000	210000	400000	330000		1270000
	Commission		990000	630000	1200000	990000		3810000
	Others, please specify							
	Total (1)		1320000	840000	1600000	1320000		5080000
2	Other Non-Executive Directors							
	Fee for attending board committee meetings	80000					120000	200000
	Commission	240000					360000	600000
	Others, please specify							
	Total (2)	320000					480000	800000
	Total (B) = (1 + 2)							5880000
	Total Managerial Remuneration							5880000
	Overall Ceiling as per the Act							6296210

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTd

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NA			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	1264296	9535000	10799296
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	-	47450	47450
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	-	-	-
2	Stock Option	NA	-	-	-
3	Sweat Equity	NA	-	-	-
4	Commission	NA	-	-	-
	- as % of profit				
	others, specify...				
5	Others, please specify	NA	-	-	-
	Total		1264296	9582450	10846746

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Pen-alty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ORIENTAL CARBON & CHEMICALS LIMITED

ANNEXURE TO DIRECTORS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS

The Core business of the Company is manufacturing and sales of Insoluble Sulphur, a vulcanizing agent used in the rubber industry. The Company also manufactures Sulphuric Acid and Oleum. Your Company is a global supplier of Insoluble Sulphur and a major part of the production of your Company is exported (72% in quantity terms for the year 2014-15).

INDUSTRY STRUCTURE AND DEVELOPMENTS

Insoluble Sulphur

There are three main global players in the Insoluble Sulphur Industry having international acceptance and supplies including Your Company. One of the companies is a global Multinational having multi location plants. This player dominates the international Insoluble Sulphur Market. The other player and your Company are then similarly placed. However, Your Company's Geographical footprint is wide and encompasses all continents except North America where the Company has made a beginning this year. Other than above, there are a few Chinese manufacturers who are also in the business of Insoluble Sulphur, but because of a wide gap in quality and consistency of product, they are yet to find global acceptance. The gap in quality over the other Chinese suppliers is being maintained by constant endeavor to increase the quality parameters of our product and by introducing customer specific products. The Global demand of Insoluble Sulphur is growing at about 3 to 4 % and stands at about 2,50,000 Mt per annum as per Notch Report. Out of this, about 75 thousand Mt demand is in China only. About 50% of the demand in China is for the quality of the product manufactured by the three Companies. Therefore, the demand for quality Insoluble Sulphur may be estimated at about 210 thousand Mt. The demand of Insoluble Sulphur in India which is currently estimated at 13000Mt pa is expected to grow in double digits on the back of the following factors:

1. Addition of new capacities and entry of new global players in India
2. Imposition of anti-dumping duty by USA on import of tyres from China
3. Rapid increase in radialisation of tyres for commercial vehicles as more Insoluble Sulphur is used in Radial tyres.

During the year, Sales(Qty) of Insoluble Sulphur grew 9% from previous year. This was in spite of lack of expected revival in the European market. The increase was due to addition of new global customers during the year and increase in supplies to some key customers of the Company.

Domestic sales grew 6% over previous year. However growth in Domestic sales is expected to pick up in India due to factors mentioned above.

As a result of the above, the Insoluble Sulphur Plants should now run at optimum capacity. This has resulted in optimization of utility consumption. Other than this, the Company is also working continuously to reduce its carbon footprint by reducing utility consumption through process optimization etc. The Company is focusing on entering the North American market to broad base its geographical presence and to add new customers.

Sulphuric Acid and Oleum

Sulphuric Acid sales registered a 40% growth over previous year due to de-bottlenecking of capacities last year so that 100% demand of Steam at Dharuhera Insoluble Sulphur units can be met from the surplus steam available from it. However there was no significant increase in Oleum sales. Production of Sulphuric Acid (Eqvt.) was 32% higher than previous year however Oleum production was 6% lesser than last year.

The Industry situation remains the same with one dominant manufacturer, for whom, Sulphuric Acid is a by-product, controlling the market. The demand for Sulphuric Acid remained subdued last year due to bad demand of SSP fertilizer, a major consumer of Sulphuric Acid. It is expected to remain subdued this year also due to erratic rains and unfavorable subsidy regime.

OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK

Opportunities and Outlook:

Your Company is yet to make a meaningful entry in two of the biggest markets, viz, China and USA. Efforts are on the make a significant entry into these places. The global demand is expected to grow at 3-4%. Further, with Indian demand set to grow faster than the world demand, significant opportunities are also available locally to increase our market. In light of the above, Your Company is exploring further expansion of capacities through adding new production lines at its plant in Mundra.

The Company expects to sustain the growth momentum in coming years on the back of its status as preferred supplier to global tyre majors, addition of new Tyre Companies in its portfolio and domestic demand.

Threats, Risks, Concerns:

The threats and risks to the business of the Company may be in the following areas:

Demand and Sales Realisation:

Demand of Insoluble Sulphur is expected to grow with ratio of Radial Tyres and high performance and safety tyres to total tyre production growing. Therefore, demand threat shall be significant only if global tyre demand falls significantly. Further, redundancy of the product is not expected as long as tyre is made from rubber. The Risk of competition from new manufacturers, mainly from

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China, is met through continuous product and process improvement to maintain quality and cost advantage over them. Further, high technology barrier coupled with long approval processes of tyre manufacturers acts as a deterrent for entry of new manufacturers. The Company is always in the process of broad basing its supplies in terms of customers as well as geographies.

Sales realization may also be affected through exchange rate fluctuation. The Company safeguards itself through hedging its Foreign exchange exposure as per its policy in this regard.

Production and Input material Related Risks:

Raw material supplies are ensured through maintaining multiple vendors and adequate stocks. Sufficient back up of utilities are maintained to ensure continuous supply. Due emphasis is laid on safety and preventive maintenance to avoid unnecessary interruptions.

Other than the above, the Company also engages with its customers closely to understand its requirements, any change therein, or issues, if any, with the product.

PERFORMANCE OF THE COMPANY

During the year, your Company achieved a Profit Before Tax of Rs.62,96.21 lakhs and Earning Before Interest Depreciation and Tax of Rs. 84,14.21 lakhs. Net Profit increased from Rs 40,43.91 Lakhs to Rs 51,31.60 Lakhs. The Sales of the Company (net of excise) increased 8% to Rs. 2,82,13.41 lakhs.

HUMAN RESOURCES

The Company has, under its employment, 385 officers and workmen as on 31st March, 2015.

Increase in value of Human Capital through development of individual and collective skills and knowledge is essential to any Company for its continuous growth. This is more so in an industry like Insoluble Sulphur where continuous research and development is required in order to stay abreast of market expectations. Your Company implements in house programs for skill development and updation of competency of its employees on a continuous basis. Programmes for sharing and internalisation of knowledge within the Company are also carried out. Employees are also sent to suitable outside programs to keep them abreast of the latest developments in the industry and economy.

Your Company lays great emphasis on building a motivated work force, which can participate constructively in the growth of the Company. Innovative ideas are regularly received from the officers and staff of the Company, many of which were implemented for improvement in areas of quality, cost savings and increased productivity.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Financial Information

- i. Fixed Assets: The Gross Capital Assets stood at Rs 2,79,90 lakhs as at 31st March 2015 against Rs. 2,73,54 lakhs as at 31st March 2014.
- ii. Inventory: The inventory at the end of the current year stood at Rs.37,26 lakhs against Rs 37,92 lakhs at the end of previous year.
- iii. Sundry Debtors: Sundry debtors at the end of the year stood at Rs.51,49 lakhs against Rs.47,12 lakhs at the end of previous year. Increase in debtors is in line with the increase in sales.

Results of Operations

	(Rupees, Lakhs)	
	2014-2015	2013-2014
Income from Operations (Net of Excise)	2,82,57.35	2,61,69.57
Other Income	12,86.13	3,49.00
Total Income	2,95,43.48	2,65,18.57
Profit before Interest, Depreciation and Tax	84,14.21	71,64.05
Profit before Tax	62,96.21	50,15.50
Profit after Tax for the current year	51,31.60	40,43.91

Other income for the current year includes Rs.9,45 lakhs against exchange rate gain.

Your Company continues to take steps to optimise costs of production which contributed to the profitability of the Company. The cost saving exercise is an ongoing one with emphasis on savings in energy consumption and cost, and reduction of wastes.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

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ANNEXURE TO DIRECTORS' REPROT CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The salient features of the philosophy on Company's Corporate Governance hinges upon transparency and ethical practices in professional working environment conducive to optimal performance with focus on achieving shareholder's long term value growth through constant innovation, commitment to quality and customer satisfaction whilst exploring new avenues of growth.

2. Board of Directors

The Board of Directors consists of eight Directors out of which seven are non-executive Directors. All the Directors are eminent professionals with experience in Business, Industry, Finance and Law of which four are Independent and one Nominee Director.

The Company has a non-executive Chairman.

Name of Directors	No. of Board Meetings attended during 2014-15	Whether attended last AGM	Number of other Directorships of Public Ltd. Cos.	Number of other Committee membership *	Number of other Committee Chairmanships*
Mr. J. P. Goenka@ <i>Chairman</i>	2	NO	2	-	1
Mr. Arvind Goenka+ <i>Managing Director</i>	4	YES	2	2	-
Mr. S. J. Khaitan#	4	YES	3	1	2
Mr. B. B. Tandon#	4	YES	8	6	2
Mr. O. P. Dubey#	4	YES	1	2	1
Mr. K. Raghuraman#	4	YES	7	5	2
Mr. H. S. Shashikumar <i>(LIC Nominee)</i>	4	YES	-	-	-
Mrs. Runa Mukherjee**	NA	NA	1	1	-

@ Non-executive Promoter Director

Non-executive Independent Directors

+ Executive Promoter Director

* In accordance with requirements of amended Clause 49 of the Listing Agreement, Membership/Chairmanships of only Audit Committees and Stakeholders' Relationship Committee of only public limited companies (except Oriental Carbon & Chemicals Limited) have been considered.

** Appointed as Additional Director w.e.f. 11.03.2015.

During the financial year ended March 31, 2015, four Board Meetings were held on May 29, 2014, July 30, 2014, October 31, 2014 and February 04, 2015.

3. Audit Committee

The Company has a qualified and independent Audit Committee comprising of three Non-executive Independent Directors. The Managing Director, CFO, the Statutory Auditors, Cost Auditors and Internal Auditors are permanent invitees to the Committee meetings. The Terms of Reference of the Committee include the powers stipulated in Clause 49III(C), the role of the Audit Committee as laid down in Clause 49III(D) and review of information pursuant to Clause 49III(E) of the Listing Agreement with the Stock Exchanges. The terms of reference also conform to the requirements of Section 177 of the Companies Act, 2013.

There were four meetings of the Committee during the year ended March 31, 2015 on May 29, 2014, July 30, 2014, October 31, 2014, and February 04, 2015 respectively.

The names of members of Committee, their attendance and fees paid are as follows:

Name of Members	Chairman/Member	No. of Meetings Attended	Fees Paid (Rs.)
Mr. O P Dubey	Chairman	4	1,20,000
Mr B B Tandon	Member	4	1,20,000
Mr S J Khaitan	Member	4	1,20,000

Mr. Pranab Kumar Maity, Company Secretary, is the secretary of the committee,

4. Stakeholders' Relationship Committee

The Company has a three member Stakeholders' Relationship Committee of the Board of Directors under the Chairmanship of a Non-Executive Director to specifically look into the redressal of grievances of the investors namely shareholders and Fixed deposit holders. The Committee deals with grievances relating to transfer of shares, non the

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receipt of Balance Sheet or dividend, dematerialisation of shares, complaint letters received from Stock Exchanges, SEBI etc. The Board of Directors has delegated power of approving transfer/transmission of shares to the Committee. During the year, the Committee met nine times on May 29, 2014, July 31, 2014, September 2, 2014, October 13, 2014, October 31, 2014, November 21, 2014, January 9, 2015, February 6, 2015 and March 16, 2015.

The Details of the Members, their attendance and fees paid are as below:

Name of Directors	Chairman / Member	No. of Meetings Attended	Fees Paid (Rs.)
Mr. J. P. Goenka	Chairman	2	20,000
Mr. Arvind Goenka	Member	9	Nil
Mr. S. J. Khaitan	Member	9	90,000

Mr. Pranab Kumar Maity, Company Secretary, is the Compliance officer of the Company.

During the year under review, there was one compliant received from the shareholders, which was duly resolved during the year. No Share Transfer/Transmissions/issue of Duplicate share certificates were pending as on 31st of March, 2015.

5. Corporate Social Responsibility Committee

As required under Section 135 of the Companies Act, 2013, a Corporate Social Responsibility Committee of the Board of Directors of the Company was constituted on May 29, 2014, which comprises of two Non-Executive Independent Directors and one Executive Director under the Chairmanship of a Non-Executive Independent Director. The terms of reference of this Committee are to comply with the requirements of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014 and other relevant compliances. During the year Committee met once on October 31, 2014.

The details of the Members, their attendance and fees paid are as follows:

Name of Directors	Chairman / Member	No. of Meetings Attended	Fees Paid (Rs.)
Mr. S. J. Khaitan	Chairman	1	20,000
Mr. Arvind Goenka	Member	1	Nil
Mr. K. Raguraman	Member	1	20,000

6. Nomination & Remuneration Committee

The Nomination and Remuneration Committee of the Board of Directors of Company comprises of three Non-Executive Independent Directors. The terms of reference of this Committee include the role of Committee as stipulated in Clause 49IV(B) and also confirm the requirement of Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee therefore include recommending a policy relating to remuneration and employment terms of whole time directors, senior managerial personnel, identify persons who may be appointed as directors or in position of senior management of the Company, preliminary evaluation of every Director's performance, approval of remuneration and performance bonus of Directors and KMPs, Board diversity, compliance of the code of conduct for Independent Directors referred to in Schedule IV of the Companies Act, 2013, Compliance with the Company's Code of Conduct by Directors and employees of the Company, reporting non-compliance to the Board of Directors and any other matters which the Board of Directors may direct from time to time.

During the year three meetings of the Committee was held on May 29, 2014, October 31, 2014 and March 11, 2015.

The details of the Members, their attendance and fees paid are as follows:

Name of Directors	Chairman / Member	No. of Meetings Attended	Fees Paid (Rs.)
Mr. O. P. Dubey	Chairman	3	60,000
Mr. S. J. Khaitan#	Member	1	20,000
Mr. B. B. Tandon	Member	3	60,000
Mr. K. Raghuraman##	Member	2	40,000

Ceased to be member of the Committee w.e.f. 29.05.2014

Inducted as member of the above said committee w.e.f. 29.05.2014

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The Remuneration Policy recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors of the Company. The brief outlines of the Remuneration Policy of the Company are as follows:

Remuneration Policy

The objective of the Company's remuneration policy is to ensure that Company's Directors, Key Managerial Personnel and other senior management employees are sufficiently incentivised for enhanced performance. Following criteria shall be followed to determine the remuneration payable to Directors, Key Managerial personnel (KMP) and other Employees.

Remuneration to Executive Directors may be linked with some or all of the following :-

- Increase in stakeholder's wealth
- Target achievement in term of sales, margin vis-à-vis industry bench mark
- Overall health of organization
- New initiatives taken and diversification by the organization
- Optimum utilization of resources of the organization
- Long term goal setting of the organization
- Industry Pattern
- Risk Mitigation
- Remuneration should be reasonable and sufficient to attract and retain directors of quality.

Remuneration to Independent Directors:

- Independent Directors are entitled for sitting fees and commission based on the performance of the Company.

Remuneration to KMP may be linked with some or all of the following:-

- Achievement of given targets
- Increase in stakeholder's wealth
- Improvement made in the processes of the organization
- People management
- Optimum utilization of resources of the organization
- Industry pattern
- New Initiatives taken

Remuneration to other employees may be linked with some or all of the following:-

- Qualification, Experience and merits
- Initiative in optimization/increase in performance efficiencies
- Achievements of given target
- Industry Pattern
- Inflation

Remuneration of Executive Directors and KMPs shall be within such limits as prescribed by the Companies Act and other statutes as applicable from time to time. In addition to the fixed monthly remuneration Executive Directors and KMPs shall be entitled to commission/performance bonus as determined by the Board from time to time based on the performance parameters set in this regard.

As a prudent practice at least 25% of the salary of KMP will be performance linked bonus to be paid at the end of the year based on the performance during the year.

The aggregate value of salary, perquisites, commission, performance bonus paid to Managing Director is:

Salary: Rs. 45,00,000/-, Perquisites: Rs. 44,62,496/-, Contribution to PF and other Fund: Rs. 12,15,000/-, Performance Bonus: Rs. 41,50,000/-, Total : Rs. 1,43,27,496/-.

Sitting fees paid to Non-Executive Directors for the year 2014 -2015 are as follows:

Mr. J P Goenka, Chairman - Rs. 80000/-, Mr. S J Khaitan - Rs. 400000/-, Mr. B B Tandon - Rs. 330000/-, Mr. O P Dubey - Rs. 330000/-, Mr. K Raghuraman - Rs. 210000/-, and Mr. H. S. Shashikumar – Rs. 120000 (paid to LIC).

The Commission paid to Non-executive Directors for the year 2014 - 2015, which is within the limit prescribed in the Companies Act, 2013, is as below:

Mr. J P Goenka, Chairman – Rs. 2,40,000/-, Mr. S J Khaitan - Rs. 12,00,000/-, Mr. B B Tandon - Rs. 9,90,000/-, Mr. O P Dubey - Rs. 9,90,000/-, Mr. K Raghuraman - Rs. 6,30,000/- and Mr. H S Shashikumar – Rs. 3,60,000/- (paid to LIC).

Number of shares held by Non-executive Directors: No non-executive Directors hold any shares of the Company.

Number of shares held by Executive Director(s): As on 31.03.2015, Mr. Arvind Goenka, Managing Director of the Company, holds 156252 Equity Shares of the Company.

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7. Independent Directors Meeting

During the year under review the Independent Directors met on February 3, 2015, interalia:

- To review the performance of non-independent directors and the Board as a whole.
- To review the performance of the Chairperson of the company, taking into account the views of executive directors and non – executive directors.
- To assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

8. Directors

Mr. J P Goenka, Director of the Company, is retiring at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. The brief resume of Mr. J P Goenka is given below:

Mr. J. P. Goenka aged about 79 years, an Honours Graduate from the University of Calcutta, is an Industrialist hailing from the Goenka family headed by (Late) Sir Badridas Goneka of the Industrial Group popularly known as House of Duncans. He has held various illustrious positions viz. Chairman of Indian Woollen Mills Federation (1969-70), Chairman of Calcutta Jute Fabrics Shippers' Association (1969-71), President of Bengal Mills Owners Association (1972-73), Chairman of Indian Jute Mills Association (1973-74), Chairman of Indian Cotton Mills Federation (1978-80), Chairman of Jute Manufactures Development Council and Chairman of Textile Export Promotion Council.

Mr. Goenka commands rich experience of over 55 years in managing and/or looking after the industries of diverse business interests such as jute and cotton textiles, wool-tops, industrial explosives, rubber chemicals and sophisticated engineering products.

Mr. Arvind Goenka has been re-appointed as Managing Director for three years subject to passing of the resolution by the shareholders in the ensuing Annual General Meeting. His detailed profile is provided in the explanatory statement to the Notice of the Annual General Meeting.

Mrs Runa Mukharjee has been appointed as Independent Director for a period of five years up to conclusion of 40th Annual General Meeting, subject to passing of the resolution by the shareholders in the ensuing Annual General Meeting. Her detailed profile is provided in the explanatory statement to the Notice of the Annual General Meeting.

Mr. Akshat Goenka has been appointed as a Whole time Director designated as Joint Managing Director liable to retire by rotation subject to passing of the resolution by the shareholders in the ensuing Annual General Meeting. His detailed profile is provided in the explanatory statement to the Notice of the Annual General Meeting.

9. General Body Meetings

Location, Dates & Time and Venue of last three Annual General Meetings held:

Year	Date & Time		Venue
2013-2014	30.07.2014	10.30 A.M	Williamson Magor Hall (1 st Floor) The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata-700 001
2012-2013	26/07/2013	11.00 A.M	Williamson Magor Hall (1 st Floor) The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata-700 001
2011-2012	27/07/2012	11.00 A.M	Kala Kunj', 48, Shakespeare Sarani, Kolkata - 700 017

Five Special Resolutions passed on 30th July, 2014 during the year under review. During the year under review, neither any resolution was put through postal ballot last year nor any resolution is proposed to be conducted through postal ballot in the ensuing Annual General Meeting.

10. Code of Conduct

- The Board of Directors of the Company has laid down a comprehensive Code of Conduct for all its board members, Key Managerial Personnel and senior management personnel.
- The code of conduct of the Company has been posted on the website of the Company.
- The affirmation of compliance of code of conduct for the year 2014-15 has been received from all the board members, Key Managerial Personnel and senior management personnel.

11. Disclosures

During the year under review, besides the transactions mentioned elsewhere in the Annual Report, there were no other related party transactions by the Company with its Promoters, Directors, or the Management, their subsidiaries or relatives etc. that had a potential conflict with the interest of the Company at large.

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There was no Non- Compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority on any matter relating to Capital Markets, during the last three years.

The Company has complied with all the Mandatory Requirements.

12. Means of Communication

Quarterly Results are published in prominent daily newspapers viz., Business Standard (National) and Arthik Lipi (Vernacular). The above financial results and shareholding pattern are also posted on company's website.

13. Subsidiary

The Company has only one listed subsidiary company namely Schrader Duncan Limited with its Board having the rights and obligations to manage the Company in the best interest of their stakeholders.

Management Discussion & Analysis Report forms part of the Annual Report.

SHAREHOLDER INFORMATION

a. Annual General Meeting :

Date and Time : 31st July, 2015 at 10.30 A.M.
Venue : ICC Auditorium (10th Floor), Indian Chamber of Commerce
ICC Towers, 4, India exchange Place, Kolkata-700001

b. Financial Calendar (tentative and subject to change):

The unaudited / audited financial results of the Company for following quarters ending/year ending will be published on or before the dates mentioned against the respective period:

For the Quarter ending 30th June, 2015 (Unaudited) : 14th August, 2015
For the Quarter ending 30th September, 2015 (Unaudited) : 14th November, 2015
For the Quarter ending 31st December, 2015 (Unaudited) : 14th February, 2016
For the Year ending 31st March, 2016 (Audited) : 30th May, 2016
Annual General Meeting for the year ending 31st March, 2016 : End of July 2016

c. Date of Book Closure : 25th July, 2015 to 31st July, 2015 (both days inclusive)

d. Dividend will be paid on and from : 10th August, 2015

e. List of Stock Exchanges where shares are listed :

BSE Limited, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400023

The Calcutta Stock Exchange Ltd., 7 Lyons Range, Kolkata-700 001

Listing fees in respect of all the above Stock Exchanges have been paid for the year 2014-2015

f. Stock Code

The Calcutta Stock Exchange Limited : 25065
BSE Limited : 506579

The application of the Company for listing of its equity shares with National Stock Exchange (NSE) is under process

g. Market Price Data

Monthly High and Low of Company's Equity Shares (Rs. 10/- per Share) for the year ended 31st March, 2015 at the BSE Limited, Mumbai ;

Month	Company's Share		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
April, 2014	188.00	149.10	22939.31	22197.51
May, 2014	243.40	147.00	25375.63	22277.04
June, 2014	280.00	208.00	25725.12	24270.20
July, 2014	303.00	244.00	26300.17	24892.00
August, 2014	313.40	239.00	26674.38	25232.82
September, 2014	412.90	280.75	27354.99	26220.49
October, 2014	398.85	324.00	27894.32	25910.77
November, 2014	424.00	362.20	28822.37	27739.56
December, 2014	396.05	340.00	28809.64	26469.42
January, 2015	582.00	357.05	29844.16	26776.12
February, 2015	622.50	440.00	29560.32	28044.49
March, 2015	475.00	381.00	30024.74	27248.45

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h. Address for Correspondence for Share transfer and related matters:

All application for Transfer of Shares, dematerialisation of shares and other related matters may be sent to M/S LINK INTIME INDIA PRIVATE LIMITED, Registrar & Share Transfer Agent of the Company for both physical shares and electronic connectivity, at the following address :

Link Intime India Private Limited

59 C Chowringhee Road, 3rd Floor, Kolkata-700 020

Phone: 033-2289 0540 Telefax: 033-2289 0539

E-mail: kolkata @ linkintime.co.in

i. Share Transfer System

All physical shares lodged with the Company or the Registrar and Share Transfer Agent of the Company, M/s Link Intime India Private Limited for transfer together with valid transfer deed were processed and returned to the shareholders within the stipulated period. In case of bad deliveries, relevant documents were returned immediately.

j. Dematerialisation of shares

94.66% of total Subscribed & Paid-up Equity Shares is held in dematerialised form with NSDL and CDSL as at 31st March, 2015.

Members can hold shares in electronic forms and trade the same in Depository system. However, they may hold the same in physical form also.

International Securities Identification Number NSDL & CDSL: INE 321D01016

k. Shareholding pattern (as on 31st March, 2015)

Category	No. of Shares held	% of Shareholding
Promoters (persons acting in concert)	5805243	56.38
Mutual Funds & UTI	34350	0.34
Banks, Financial Institutions & Insurance Companies	669328	6.50
Private Bodies Corporate	570811	5.54
Indian Public	3139276	30.49
NRI/OCBs	77054	0.75
Total	10296062	100.00

l. Distribution of shareholding as on 31st March, 2015 is given below:

Category	No. of Holders	%	No. of Shares	%
1 to 500	13679	99.32	2168018	21.06
501 to 1000	45	0.33	342824	3.33
1001 to 2000	17	0.12	269666	2.62
2001 to 3000	9	0.07	220383	2.14
3001 to 4000	6	0.04	206995	2.01
4001 to 5000	1	0.01	49215	0.48
5001 to 10000	2	0.01	181000	1.76
10000 and above	14	0.10	6857961	66.61
Total	13773	100.00	10296062	100.00

m. Plants Location

1. Plot 3 & 4, Dharuhera Industrial Estate
P.O. Dharuhera, Distt. Rewari - 122 106, Haryana
 2. Survey No. 141, Paiki of Mouje, SEZ Mundra
Village & Taluka-Mundra Dist. Kutch-370421, Gujarat
- Oriental Carbon & Chemicals Ltd
Duncan House, 31, Netaji Subhas Road, Kolkata-700 001
Phone No 033-22306831
Fax No 033-22434772
E-mail: pranab@occlindia.com
investorfeedback@occlindia.com

n. Address for Correspondence

o. E-mail of Compliance Officer of the Company which is designated exclusively for the purpose of registering complaints by investors

p. Website

<http://www.occlindia.com>

ORIENTAL CARBON & CHEMICALS LIMITED

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of Oriental Carbon & Chemicals Limited,

We have examined the compliance of the conditions of Corporate Governance by M/s Oriental Carbon & Chemicals Limited, for the year ended 31st March 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representations made by the Directors and the management, we certify that the Company has complied, in all material respects, with the condition of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.K. Sipani
Partner
Membership No.088926

Place: New Delhi
Date : 14th May, 2015

CERTIFICATE OF MANAGING DIRECTOR ON CODE OF CONDUCT

To,
The Members of Oriental Carbon & Chemicals Ltd.,

It is hereby certified that :-

- (a) The Board of Directors of the Company has laid down a comprehensive Code of Conduct for its members and senior management personnel.
- (b) The Code of Conduct of the Company has been posted on the website of the Company.
- (c) The affirmation of compliance of code of conduct for the year 2014-2015 has been received from all the Board members and senior management personnel.

For Oriental Carbon & Chemicals Limited,

Place : New Delhi
Date : 14th May, 2015

Arvind Goenka
Managing Director

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Oriental Carbon & Chemicals Limited
31, Netaji Subhas Road, Kolkata-700 001

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Oriental Carbon & Chemicals Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. On the basis of verification of the secretarial compliance and on the basis of secretarial audit of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and as shown to us during the said audit and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion and to the best of our understanding, the Company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has adequate Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We further report that compliance with applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.
4. We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by M/s. Oriental Carbon & Chemicals Limited for the financial year ended on 31st March, 2015 and as shown to us during our audit, according to the provisions of the following laws:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (vi) and other applicable laws like Factories Act, 1948, The Payment of Gratuity Act, 1972 etc.
5. We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (BSE) & The Calcutta Stock Exchange Limited (CSE).

ORIENTAL CARBON & CHEMICALS LIMITED

6. To the best of our understanding we are of the view that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
7. We further report that, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
8. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
9. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
10. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
11. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For. S. Rath & Co.

Sahadeb Rath

Proprietor

Membership No. ACS13298

CP No. 3452

Place : Kolkata

Date : 14.05.2015

‘Annexure A’

(To the Secretarial Audit Report of M/s. Oriental Carbon & Chemicals Limited for the financial year ended 31/03/2015)

To,
The Members,
Oriental Carbon & Chemicals Limited
31, Netaji Subhas Road, Kolkata - 700 001

Our Secretarial Audit Report for the financial year ended 31/03/2015 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For. S. Rath & Co.

Sahadeb Rath

Proprietor

Membership No. ACS13298

CP No. 3452

Place : Kolkata

Date : 14.05.2015

INDEPENDENT AUDITOR'S REPORT

To the Members of Oriental Carbon & Chemicals Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Oriental Carbon & Chemicals Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

ORIENTAL CARBON & CHEMICALS LIMITED

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29.01(iv) to the financial statements
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SINGHI & CO.
Chartered Accountants
Firm's Reg. No. 302049E

B K Sipani
Partner

Place : New Delhi
Date : 14th May, 2015

Membership No 088926

Annexure referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re: Oriental Carbon & Chemicals Limited)

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. Fixed Assets of the Company have been physically verified by the management and in our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (ii) a. As explained to us inventories (except stock lying with third parties and in-transit) were physically verified during the year by the management at reasonable intervals.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. In our opinion and according to the information and explanation given to us, the Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loan to companies covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. The Company do not providing any service. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) In our opinion and according to the information and explanations given to us, the company has complied with

ORIENTAL CARBON & CHEMICALS LIMITED

the directives issued by the Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under to the extent applicable, with regard to the deposits accepted from the public except account for depositing fifteen percent of deposit maturing during next financial year has not been renamed as Deposit Repayment Reserve Account. We are informed by the management that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court, or any other Tribunal.

- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) a. According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues accrued in the business of accounts including provident fund, employees' state insurance, income-tax, sales-tax, service tax, wealth tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities. There was no undisputed outstanding statutory dues as at the year end for a period of more than six months from the date they became payable.
- b. According to the records of the Company, there are no dues outstanding of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess on account of any dispute, other than the followings:

Name of Statute	Nature of Dues	Period to which Amount relates	Amount * (Rs in Lacs)	Forum where Dispute is pending
The Central Excise Act, 1944	Demand for Excise Duty	1992-93 to 1995-96	20.00	Allahabad High Court
The Income Tax Act, 1961	Demand for Income tax and Interest thereon	Assessment Year 2011-12	22.04	CIT (Appeals)

*Net of amount paid

- c. The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under have been transferred to such fund within time.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash loss in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and the Company has no outstanding Debentures.
- (x) According to the information and explanations given to us and based on the documents and records produced to us, the Company has given corporate guarantee in earlier years for loans taken by subsidiary company from a bank. The terms and conditions of which are not prima facie prejudicial to the interest of the company.
- (xi) According to the information and explanations given to us, term loans obtained were applied for the purpose for which loans were obtained.
- (xii) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For SINGHI & CO.
Chartered Accountants
Firm's Reg. No. 302049E

B K Sipani
Partner
Membership No 088926

Place : New Delhi
Date : 14th May, 2015

ORIENTAL CARBON & CHEMICALS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

	Note No.	As at 31.03.2015	(Rs. in lakhs) As at 31.03.2014
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds:			
(a) Share Capital	1	10,31.13	10,31.13
(b) Reserves and Surplus	2	2,33,87.22	1,93,55.44
		<u>2,44,18.35</u>	<u>2,03,86.57</u>
(2) Non-Current Liabilities:			
(a) Long-term Borrowings	3	44,08.94	64,01.29
(b) Deferred Tax Liabilities (Net)	4	21,11.60	18,44.48
(c) Other Long-term Liabilities	5	27.78	52.04
(d) Long-term Provisions	6	1,00.82	78.58
		<u>66,49.14</u>	<u>83,76.39</u>
(3) Current Liabilities:			
(a) Short-term Borrowings	7	25,72.66	18,43.99
(b) Trade Payables	8	15,34.65	13,52.60
(c) Other Current Liabilities	9	31,53.11	29,56.37
(d) Short-term Provisions	6	7,82.28	7,25.01
		<u>80,42.70</u>	<u>68,77.97</u>
TOTAL		<u>3,91,10.19</u>	<u>3,56,40.93</u>
II ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets:			
(i) Tangible Assets	10	1,86,62.20	1,92,27.87
(ii) Intangible Assets	10	95.64	1,15.40
(iii) Capital Work-in-Progress		4,06.16	2,27.18
(iv) Intangible Assets under Development		10.59	-
(b) Non-Current Investments	11	14,70.53	14,69.72
(c) Long-term Loans and Advances	12	41,97.39	31,80.99
		<u>2,48,42.51</u>	<u>2,42,21.16</u>
(2) Current Assets			
(a) Current Investments	13	26,60.74	11,15.86
(b) Inventories	14	37,26.29	37,92.27
(c) Trade Receivables	15	51,48.72	47,12.10
(d) Cash and Bank balances	16	17,72.36	10,21.71
(e) Short-term Loans and Advances	12	5,15.62	3,50.14
(f) Other Current Assets	17	4,43.95	4,27.69
		<u>1,42,67.68</u>	<u>1,14,19.77</u>
TOTAL		<u>3,91,10.19</u>	<u>3,56,40.93</u>
Summary of Significant Accounting Policies	28		
Contingent Liabilities and Commitments	29		
Other notes on Accounts	30		

The accompanying notes are an integral part of the financial statements.

In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Regn. No. 302049E

B.K. SIPANI

For and on behalf of the Board of Directors

ARVIND GOENKA
Managing Director

J.P. GOENKA
Chairman

Place : New Delhi

Partner

P.K. MAITY

ANURAG JAIN

O.P. DUBEY

Date : 14th May, 2015

Membership No. 088926

Company Secretary

Chief Financial Officer

Director

ORIENTAL CARBON & CHEMICALS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Rs. in lakhs)

	Note No.	For the year ended 31.03.2015	For the year ended 31.03.2014
I. REVENUE :			
Gross Revenue from Operations	18	2,95,05.61	2,72,83.05
Less: Excise Duty		12,48.26	11,13.48
Net Revenue from Operations		2,82,57.35	2,61,69.57
II OTHER INCOME	19	12,86.13	3,49.00
III TOTAL REVENUE (I + II)		2,95,43.48	2,65,18.57
IV EXPENSES:			
Cost of Materials Consumed	20	86,01.15	66,81.44
Purchase of Traded Goods	21	16.39	-
“Changes in Inventories of Finished Goods, Work-in-Progress and Traded Goods”	22	(1,10.22)	1,07.55
Employee Benefit Expenses	23	27,94.76	22,91.10
Other Expenses	24	98,27.19	1,02,74.43
V Total		2,11,29.27	1,93,54.52
VI Profit before finance cost, depreciation and amortisation and tax	(III - V)	84,14.21	71,64.05
VII Finance Costs	25	8,09.95	11,05.14
VIII Depreciation and Amortisation	26	13,08.05	10,43.41
IX Profit before tax (VI - VII - VIII)		62,96.21	50,15.50
Tax Expense			
Current Tax	27	8,97.49	7,57.33
Deferred Tax (Net)		2,67.12	2,14.26
Profit for the year		51,31.60	40,43.91
Basic & Diluted Earnings Per Equity Share (of Rs. 10/- each) (Rs.)	30.04	49.84	39.28
Summary of Significant Accounting Policies	28		
Other notes on Accounts	30		

The accompanying notes are an integral part of the financial statements.

In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Regn. No. 302049E

B.K. SIPANI

Partner

For and on behalf of the Board of Directors

ARVIND GOENKA
Managing Director

J.P. GOENKA
Chairman

Place : New Delhi

Date : 14th May, 2015

Membership No. 088926

P.K. MAITY

Company Secretary

ANURAG JAIN

Chief Financial Officer

O.P. DUBEY

Director

ORIENTAL CARBON & CHEMICALS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Current Year	Previous Year	(Rs. in lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	62,96.21	50,15.50	
Adjustments for:			
Depreciation & Amortisation	13,08.05	10,43.41	
Loss on Sale / Discard of Fixed Assets (Net)	1,16.21	62.06	
Finance Costs	8,09.95	11,05.14	
Interest Income	(1,42.89)	(1,20.98)	
Loans earlier written off. now recovered	(30.00)	(68.00)	
Profit / Loss on Sale of Current Investment	-	1.11	
Dividend on Current Investments	(1,01.60)	(61.33)	
Provision for Diminution in value of Long-term Investments Written Back	(0.81)	-	
Operating Profit before Working Capital Changes	82,55.12	69,76.91	
Adjustments for :			
Trade and Other Receivables	(4,26.12)	(7,30.50)	
Inventories	65.98	(1,15.57)	
Trade and Other Payables	4,29.32	1,32.54	
Cash generated from Operations	83,24.30	62,63.38	
Direct Tax Paid (Net)	(13,27.33)	(11,10.09)	
Net cash from Operating Activities	69,96.97	51,53.29	
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets/Expenditure on New Project	(16,50.07)	(22,26.55)	
Loans and Advances to Subsidiary Company (Net)	(2,00.32)	2,11.02	
Investments Purchased	(15,44.88)	(10,90.86)	
Movement in Fixed deposits with Banks	(23.26)	(56.87)	
Sale of Fixed Assets	22.08	10.26	
Loans earlier written off. now recovered	30.00	68.00	
Dividend on Current Investments	1,01.60	61.33	
Investment sold	-	4,87.69	
Interest Received	1,25.40	2,11.89	
Net Cash used in investing activities	(31,39.45)	(23,24.09)	
C. CASH FLOW FROM FINANCING ACTIVITIES			
Dividend Paid	(8,23.68)	(5,14.80)	
Tax on Dividend	(1,49.25)	(87.50)	
Long Term Borrowings	(20,57.54)	(11,16.29)	
Short Term Borrowings from Banks	7,28.67	(3,47.38)	
Interest and Financial Costs paid (excluding capitalised)	(8,54.14)	(11,03.50)	
Net Cash From Financing Activities	(31,55.94)	(31,69.47)	
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	7,01.58	(3,40.27)	
Opening Balance of Cash and Cash Equivalents	5,50.12	8,90.39	
Closing Balance of Cash and Cash Equivalents	12,51.70	5,50.12	
Cash & Cash Equivalents Comprise			
Cash on Hand	1.36	3.93	
Balance with Scheduled Banks in Current Accounts and fixed deposits maturing within 3 month	12,50.34	5,46.19	
	12,51.70	5,50.12	

Note: (i) Figures in bracket represent outflows.

(ii) Previous year's figures have been regrouped wherever necessary, to conform to this year's classification.

(iii) Cash & cash equivalents excludes Rs. 74.09 (Previous Year Rs. 55.12) lying in designated account with scheduled banks on account of unclaimed dividend and Rs. 3,55.55 (Previous Year Rs. 3,32.29) in fixed deposits with banks maturing beyond three months are shown under investing activities and fixed deposit of Rs. 91.02 (Previous year Rs. 84.18) pledged with Government Authority, shown under Trade and Other Receivables.

In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Regn. No. 302049E

B.K. SIPANI
Partner

Place : New Delhi
Date : 14th May, 2015

Membership No. 088926

For and on behalf of the Board of Directors

ARVIND GOENKA
Managing Director

J.P. GOENKA
Chairman

P.K. MAITY
Company Secretary

ANURAG JAIN
Chief Financial Officer

O.P. DUBEY
Director

ORIENTAL CARBON & CHEMICALS LIMITED

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET

(Rs. in lakhs)

	As at 31st March, 2015	As at 31st March, 2014		
1 SHARE CAPITAL				
Authorised				
1,49,90,000 (Previous year 1,49,90,000) Equity Shares of Rs 10 each	14,99.00	14,99.00		
1,000 (Previous year 1,000) 11% Redeemable Cumulative Preference Shares of 100/- each	1.00	1.00		
	15,00.00	15,00.00		
Issued				
1,03,29,814 (Previous Year 1,03,29,814) Equity shares of Rs. 10/- each	10,32.98	10,32.98		
	10,32.98	10,32.98		
Subscribed and fully paid-up				
1,02,96,062 (Previous year 1,02,96,062) Equity Shares of Rs. 10/- each fully paid-up	10,29.61	10,29.61		
Add: Forfeited Shares (Amount originally Paid-up)	1.52	1.52		
	10,31.13	10,31.13		
A. Terms / rights attached to Equity shares				
Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However, same except interim dividend is subject to the approval of the shareholders in the Annual General Meeting.				
B. Reconciliation of the number of Equity Shares outstanding:				
Equity shares outstanding at the beginning of the year	10296062	10296062		
Equity shares outstanding at the end the of the year	10296062	10296062		
C. Shareholders holding more than 5 percent Equity shares of the Company:				
	As at 31st March, 2015	As at 31st March, 2014		
S. No. Name of shareholder	Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
1 Cosmopolitan Investments Ltd	1904528	18.50%	1904528	18.50%
2 New India Investment corporation Ltd	1202136	11.68%	1202136	11.68%
3 Duncan International (India) Ltd	994616	9.66%	979116	9.51%
4 Haldia Investment Company Ltd	591895	5.75%	591895	5.75%
	As at 31st March, 2015	As at 31st March, 2014		
2 RESERVES AND SURPLUS				
(i) Capital Reserve				
Balance as per last financial statement	17,32.18	17,32.18		
	17,32.18	17,32.18		
(ii) Capital Redemption Reserve				
Balance as per last financial statement	0.25	0.25		
	0.25	0.25		
(iii) Share Premium Account				
Balance as per last financial statement	17,92.64	17,92.64		
	17,92.64	17,92.64		
(iv) Revaluation Reserve				
Balance as per last financial statement	1,11.52	1,20.07		
Less : Reversal of Revaluation (Note No. 10)	47.61	-		
Less : Transfer to Statement of Profit & Loss (Note No. 26)	-	8.55		
	63.91	1,11.52		

ORIENTAL CARBON & CHEMICALS LIMITED

(Rs. in lakhs)

	As at 31st March, 2015	As at 31st March, 2014
(v) General Reserve		
Balance as per last financial statement	26,13.88	21,13.88
Add : Transfer from Surplus in Statement of Profit & Loss	-	5,00.00
	26,13.88	26,13.88
(vi) Surplus in Statement of Profit & Loss		
Balance as per last financial statement	1,31,04.97	1,04,04.27
Add: Profit for the year	51,31.60	40,43.91
	1,82,36.57	1,44,48.18
Less: Appropriations		
Interim Dividend @	3,08.88	2,05.92
Tax on Interim Dividend	61.76	35.00
Proposed Final Dividend @	5,66.29	5,14.80
Tax on Proposed Final Dividend	1,15.28	87.49
Transfer to General Reserve	-	5,00.00
	1,71,84.36	1,31,04.97
Total Reserves and Surplus (i to vi)	2,33,87.22	1,93,55.44

@ During the year, the Company has paid Interim dividend of Rs. 3/-; (Previous year Rs. 2/-) per equity share. Now, final dividend Rs. 5.50/-; (Previous Year Rs. 5/-) per equity share for financial year 2014-15 is recommended by the Board of Directors, which is subject to the approval of the shareholders in the ensuing Annual General Meeting.

3 LONG-TERM BORROWINGS

	Non-current portion		Current maturities	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
(i) Secured :				
Term loans from Banks (a)	40,94.94	60,48.73	17,98.18	16,78.40
Housing Loans from HDFC Ltd (b)	-	1,44.08	35.72	1,34.33
Vehicle Loans from Banks (c)	45.46	14.03	38.71	46.18
	41,40.40	62,06.84	18,72.61	18,58.91
(ii) Unsecured :				
Deposits (d)	2,68.54	1,94.45	2,10.44	2,83.91
	2,68.54	1,94.45	2,10.44	2,83.91
Total (i) + (ii)	44,08.94	64,01.29	20,83.05	21,42.82
(iii) Amount disclosed under the head "Other current liabilities"	-	-	20,83.05	21,42.82
(Note No. 9)				
Total (i)+ (ii)-(iii)	44,08.94	64,01.29	-	-

(a) (i) Securities :

Secured by first exclusive charge on entire fixed assets including equitable mortgage of factory land and building of Dharuhera unit and first pari-pasu charge with Exim Bank on entire fixed assets including equitable mortgage of factory land and building of SEZ Mundra Unit and second pari-pasu charge with Exim Bank on entire current assets of the Company.

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(ii) Terms of Repayments of Non-Current portion of Term Loans from Banks

(Rs. in lakhs)

AS AT 31ST MARCH' 2015				AS AT 31ST MARCH' 2014			
As at 31st March, 2015	Rate of Interest	Repayments		As at 31st March, 2014	Rate of Interest	Repayments	
		No. of outstanding Installments	Periodicity			No. of Outstanding Installments	Periodicity
-	11.75% linked with Base Rate	5	Quarterly Equal	245.41	12.65% linked with Base Rate	9	Quarterly Equal
2,93.12	4.32% linked with Libor Rate			11,11.85	5.50% linked with Libor Rate		
9,31.64	4.32% linked with Libor Rate			11,60.23	5.50% linked with Libor Rate		
4,67.90	5.22% linked with Libor Rate	9	Quarterly Equal	6,48.96	4.82% linked with Libor Rate	13	Quarterly Equal
24,02.28	11.75% linked with Base Rate	33	Monthly Graded	28,82.28	12.65% linked with Base Rate	45	Monthly Graded
40,94.94				60,48.73			

(b) Housing Loans From HDFC Ltd.

- Rs. 35.72 (Previous Year Rs. 2,05.74) is secured by way of first equitable mortgage of ground floor of the property purchased with collateral security of rest of the said property owned by the other borrower non-current portion Rs. Nil (Previous Year Rs. 82.69 repayable in 8 equal monthly instalments as per the repayment schedule), and carries rate of interest of 12.75% (Previous year 13.00%) p.a.
 - Rs. Nil (Previous Year Rs. 11.28 is secured by way of equitable mortgage of three residential flats at Bhiwadi, Rajasthan).
 - Rs. Nil (Previous Year Rs. 61.39 to be secured by way of first equitable mortgage of two residential flats at Gurgaon, Haryana) and non-current portion of Rs. Nil (Previous Year Rs. 61.39 repayable in 60 equated monthly instalments as per the repayment schedule and carries rate of interest of 15.35% p.a.)
- (c) Secured by hypothecation of vehicles purchased under the scheme and non-current portion of Rs. 45.46; (Previous Year Rs. 14.03) is repayable in maximum 20 equated monthly instalments (Previous year 19 equated monthly instalments) in 2016-17 onwards as per the repayment schedule and carries rate of interest of 10.45% to 10.39% (Previous year 9.25% to 10.59%) p.a.
- (d) Deposits from public carries rate of interest @ 10.50% to 11%; (Previous year 10.50% to 11%) p.a. and non-current portion of Rs. 2,68.54 (Previous year Rs. 1,94.45) is repayable after 1 to 3 years (Previous year 1 to 3 years) from the date of acceptance of deposits.

	As at 31st March, 2015	As at 31st March, 2014
4 DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability on account of:		
Depreciation and Amortisation Expenses	21,45.78	18,70.14
Deferred Tax Asset on account of:		
Amount allowable on payment basis	34.18	25.66
Deferred Tax Liability Net	21,11.60	18,44.48
5 OTHER LONG-TERM LIABILITIES		
Interest accrued but not due on fixed deposits	27.78	52.04
	27.78	52.04

ORIENTAL CARBON & CHEMICALS LIMITED

6 PROVISIONS

(Rs. in lakhs)

	Long- term		Short - term	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Provision for employee benefits	1,00.82	78.58	66.20	70.91
Proposed Final Dividend	-	-	5,66.29	5,14.80
Tax on Proposed Final Dividend	-	-	1,15.28	87.49
Provision for Current Tax (Net)	-	-	34.51	51.81
	1,00.82	78.58	7,82.28	7,25.01

As at
31st March, 2015
Rs.

As at
31st March, 2014
Rs.

7 Short-Term Borrowings

Secured:

Loan repayable on demand

Cash Credit & Packing credit facility from Banks	25,72.66	18,43.99
	<u>25,72.66</u>	<u>18,43.99</u>

Security:

Cash Credit & Packing Credit facilities are secured by first exclusive charge on entire current assets of the Company and second charge over the entire fixed assets including equitable mortgage of factory land and building of Mundra SEZ Unit and second pari-pasu charge with Exim Bank on entire fixed assets including equitable mortgage of factory land and building of Dharuhera unit and other fixed assets of the Company (except assets having specific charge).

8 TRADE PAYABLES

Micro, Small and Medium Enterprises *	-	-
Others	15,34.65	13,52.60
	<u>15,34.65</u>	<u>13,52.60</u>

*There were no outstanding dues to Micro, Small and Medium Enterprises to the extent information available with the Company and the payments in respect of such suppliers are made within the appointed day.

9 OTHER CURRENT LIABILITIES

Current maturities of Long-Term Borrowings	17,98.18	16,78.40
Current maturities of Housing Loans	35.72	1,34.33
Current maturities of Vehicle Loans	38.71	46.18
Current maturities of Deposits	2,10.44	2,83.91
Interest accrued and due on Borrowings	39.72	58.42
Interest accrued and but not due on Borrowings	2.77	4.00
Advance received from and Credit balance of Customers	65.17	11.41
Unpaid Dividend	74.09	55.12
Unpaid and Unclaimed Matured Deposits & Interest accrued thereon #	19.71	25.13
Creditors for Capital Goods	71.90	38.75
Statutory dues payable	3,28.89	2,77.23
Employees liabilities	4,13.38	3,01.63
Security Deposits	8.90	8.90
Directors' Commission	39.69	17.78
Other payable	5.84	15.18
	<u>31,53.11</u>	<u>29,56.37</u>

#Includes Rs. 12.95 (previous year Rs. 12.95) under legal dispute between the Joint Holders of the deposit.

ORIENTAL CARBON & CHEMICALS LIMITED

10 FIXED ASSETS

(Rs. in lakhs)

DESCRIPTION	GROSS BLOCK COST / BOOK VALUE				DEPRECIATION & AMORTISATION				NET BLOCK		
	As at March 31, 2014	Additions	Deductions / Adjustments	As at March 31, 2015	As at March 31, 2014	Reversal of Revaluation on 1st April' 2014	For the Year	Deductions / Adjustments	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
(i) Tangible Assets											
Freehold Land	1,08.30*	33.04	-	1,41.34	-	-	-	-	-	1,41.34	1,08.30
Leasehold Land	6,42.75	-	-	6,42.75	79.12	-	21.41	-	1,00.53	5,42.22	5,63.63
Buildings	72,40.73*	3,14.54	43.34*	75,11.93	8,86.27	16.24	3,53.45	43.34*	12,12.62	62,99.31	63,54.46
Plant and Equipment	1,63,53.15*	3,50.69	3,01.83 *	1,64,02.01	58,95.75	30.36	4,72.95	198.85 *	62,00.21	1,02,01.80	1,04,57.40
Electrical Installation	17,15.54 *	8.88	31.12 *	16,93.30	5,47.20	1.01	2,52.97	21.21*	7,79.97	9,13.33	11,68.34
Furniture and Fixtures	2,28.65	10.95	5.70	2,33.90	81.25	-	30.13	5.44	1,05.94	1,27.96	1,47.40
Vehicles	3,55.45	1,35.83	68.96	4,22.32	1,32.56	-	55.67	47.13	1,41.10	2,81.22	2,22.89
Air Conditioners & Coolers	66.79	6.21	2.44	70.56	12.88	-	9.07	1.25	20.70	49.86	53.91
Office Equipment	2,29.67	28.67	8.28	2,50.06	78.13	-	73.55	6.78	1,44.90	1,05.16	1,51.54
Total	2,69,41.03	8,88.81	4,61.67	2,73,68.17	77,13.16	47.61	12,69.20	3,24.00	87,05.97	1,86,62.20	1,92,27.87
Previous Year	2,54,92.02	16,92.52	2,43.51	2,69,41.03	68,62.46	-	10,16.09	1,65.39	77,13.16	1,92,27.87	
(ii) Intangible Assets											
Software	1,85.75	19.09	-	2,04.84	70.35	-	38.85	-	1,09.20	95.64	1,15.40
Total	1,85.75	19.09	-	2,04.84	70.35	-	38.85	-	1,09.20	95.64	1,15.40
Previous Year	1,75.79	9.96	-	1,85.75	34.48	-	35.87	-	70.35	1,15.40	

* Includes amount added on revaluation Rs. 2,72.45 during 1992-93, out of which Rs. 43.34 on Building, Rs. 1,52.59 on Plant & Equipment and on Electric Installation Rs. 12.59 is being adjusted from gross block and depreciation block on 1st April' 2014.

Notes:

- Gross Block includes Rs. 1,50.06; (Previous year Rs. 1,77.98) purchased under Car Finance Scheme.
- The company has exercised option under notification no. GIR 914 (E) dated 29th December'2011 issued by Ministry of Corporate Affairs and accordingly net exchange difference for the year amounting to Rs. (99.97); (Previous year Rs. 3,96.89) on long term foreign currency borrowing has been (Deducted)/ added to the depreciable fixed assets acquired. As at 31st March 2015 Rs. 3,27.18 (Previous year Rs.4,49.91) remain to be amortised over the balance life of the assets.
- During the year, the company has provided depreciation with reference to the useful life of respective assets specified in and in the manner prescribed in Schedule II to the Companies Act, 2013. Consequently, depreciation for the year is higher by Rs. 2,37.30; (Previous year Rs. Nil).

As at
31st March, 2015 As at
31st March, 2014

11 NON-CURRENT INVESTMENTS

Long Term Investment (Non - Trade)

i) Investment in Equity Shares - Quoted (at Cost)

1848500 (Previous year 1848500) Equity Shares of Rs. 10/- each fully paid up in Schrader Duncan Ltd (Subsidiary) *	14,53.65	14,53.65
Nil (Previous year 8351) Equity Shares of Rs. 100/- each fully paid up in Duncan International (India) Ltd. **	-	15.42
3353 (Previous year 3353) Equity Shares of Rs. 75/- each fully paid up in New India Investment Corporation Ltd.	1.46	1.46
	14,55.11	14,70.53
Less: Provision for Diminution in value of Investments	-	0.81
	14,55.11	14,69.72
Aggregate amount of Quoted Investments	14,55.11	14,70.53
Aggregate market value of Quoted Investments	12,36.26	9,88.39
Aggregate provision for diminution in value of investments *	-	0.81

* As on 31st March 2015, market value of the shares of subsidiary company M/S Schrader Duncan Limited was lower by Rs. 2,18.85 (Previous year Rs. 4,81.33). However in view of long term strategic investment in the subsidiary company, no provision for diminution in value has been made as same is not permanent in nature.

** During the year the company has delisted and shown the same under Unquoted investments.

ii) Investment in Equity Shares - Unquoted (at Cost)

8351 (Previous year Nil) Equity Shares of Rs. 100/- each fully paid up in Duncan International (India) Ltd.	15.42	-
Aggregate amount of Unquoted Investments	15.42	-
	15.42	-
	14,70.53	14,69.72

ORIENTAL CARBON & CHEMICALS LIMITED

		(Rs. in lakhs)			
		Long - term		Short - term	
		As at	As at	As at	As at
		31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014
12	LOANS AND ADVANCES				
	(Considered Good)				
	Unsecured Loans & Advances				
	Loan and Advances to subsidiary company	-	-	2,07.26	6.94
	Loans to other Companies	4,03.00	4,03.00	-	-
	Capital Advances *	22,39.42	16,53.67	-	-
	Security Deposits	3,60.67	3,38.90	-	-
	Loans and Advances to Employees	35.49	39.15	37.64	35.79
	Balances with Excise and Custom Department	-	-	75.02	77.33
	Other Advances	-	-	1,36.36	1,72.58
	Prepaid Expenses	-	-	59.34	57.50
	MAT credit entitlement	11,58.81	7,46.27	-	-
		41,97.39	31,80.99	5,15.62	3,50.14

* Capital Advances include Rs. 75.00 (Previous year Rs. 75.00) to a company under liquidation against the use of an office premises. The same is pending transfer in favour of the Company as per agreed terms.

		Face Value	As at	As at	As at	As at
		per Unit	31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014
			(Nos.)	(Nos.)		
13	CURRENT INVESTMENTS					
	UNQUOTED					
	(at cost or fair value					
	whichever is lower)					
	Investments in					
	Mutual funds					
a)	Kotak Select Focus Fund					
	Dividend regular plan					
	(Erst while Pine 10		264,519.198	244,498.778	25.00	25.00
	Bridge India Equity Fund					
	Standard Dividend Plan)					
b)	SBI Ultra short term debt fund-					
	Direct Plan -Daily Dividend 1000		109,973.069	-	11,01.92	-
c)	SBI Treasury advantage Fund-					
	Direct Plan -Daily Dividend 1000		49,984.685	-	5,02.59	-
d)	SBI Ultra short term Debt fund -					
	Regular Plan- Daily Dividend 1000		32,805.730	21,155.935	3,28.53	2,11.83
e)	SBI short term Debt fund-					
	Regular plan-Weekly Dividend 10		2,865,912.134	-	3,02.61	-
f)	SBI Magnum Insta cash Fund-					
	Regular Plan-Daily Dividend 1000		14,930.394	-	2,50.09	-
g)	SBI Fixed Interval Debt fund					
	series -90 days 01- Direct Plan 10		1,498,591.324	-	1,50.00	-
h)	SBI Magnum Insta cash fund					
	Liquid floater-Direct Plan-					
	Daily Dividend 1000		-	51,426.991	-	5,19.37
i)	SBI Premier Liquid Fund-					
	Regular Plan- Daily Dividend 1000		-	35,867.744	-	3,59.66
					26,60.74	11,15.86
	Aggregate amount of Unquoted Investments (at cost)				26,60.74	11,15.86
	Aggregate NAV of Unquoted Investments				26,94.58	11,24.48
	Aggregate of excess of carrying cost over fair value				-	-

ORIENTAL CARBON & CHEMICALS LIMITED

	(Rs. in lakhs)	
	As at	As at
	31st March, 2015	31st March, 2014
14 INVENTORIES		
(Valued at lower of cost or net realisable value)		
Raw Materials	11,23.20	13,43.03
Work-in-Progress	87.19	1,75.91
Finished Goods	18,27.88	16,28.94
Stores and Spares	6,37.21	6,10.67
Fuel	50.81	33.72
	<u>37,26.29</u>	<u>37,92.27</u>
Includes in transit :		
Raw Materials	1,76.87	2,13.38
Stores & Spares	5.41	7.53
15 TRADE RECEIVABLES		
(Unsecured, Considered Good)		
Outstanding for a period exceeding six months (from the due date)	-	-
Outstanding for a period less than six months (from the due date)	51,48.72	47,12.10
	<u>51,48.72</u>	<u>47,12.10</u>
16 CASH AND BANK BALANCES		
(a) Cash and Cash equivalents:		
Cash on Hand	1.36	3.93
Balance with Banks:		
In Current Accounts	9,54.53	2,69.61
Fixed Deposit with Maturity less than 3 Months	2,95.81	2,76.58
	<u>12,51.70</u>	<u>5,50.12</u>
(b) Other Bank Balances		
Earmarked balances with banks:		
Unpaid Dividend Account	74.09	55.12
Fixed Deposit with Bank*	29.57	28.75
Other Fixed Deposit with Maturity more than 12 month**	4,17.00	3,87.72
	<u>5,20.66</u>	<u>4,71.59</u>
	<u>17,72.36</u>	<u>10,21.71</u>
* Under Rule 13 of the Companies (Acceptance of Deposits) rules, 2014 .		
** Includes Rs. 91.02 (Previous Year Rs. 84.18); pledged with Government Authority and Rs. 3,25.98 (Previous Year Rs. 3,03.54); against margin money which can be withdrawn at any point of time without prior notice or exit costs on the principal amount.		
17 OTHER CURRENT ASSETS		
Export incentive Receivable	6.04	7.92
Accrued Interest Income	74.38	56.89
Fixed Assets held for sale (At lower of Book Value and Net Realisable Value)	5.18	5.80
Other Receivables (Comprises of Service Tax, CST, Excise Duty receivable etc.)	3,58.35	3,57.08
	<u>4,43.95</u>	<u>4,27.69</u>

ORIENTAL CARBON & CHEMICALS LIMITED

NOTES ANNEXED TO AND FORMING PART OF STATEMENT OF PROFIT & LOSS

(Rs. in lakhs)

For the Year ended 31st March, 2015	For the Year ended 31st March, 2014
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18 REVENUE FROM OPERATIONS

(i) Sale of Products:

Insoluble Sulphur	2,73,28.23	2,59,54.91
Sulphuric Acid & Oleum	21,33.44	12,85.96
Other Operating Revenues		
Export and Other Incentives	43.94	42.18
Gross Revenue from Operations	2,95,05.61	2,72,83.05
Less: Excise Duty	12,48.26	11,13.48
Net Revenue from Operations	2,82,57.35	2,61,69.57

19 OTHER INCOME

Dividend on Current Investments	1,01.60	61.33
Interest Income		
- On Deposits	94.85	71.67
- On Loans	44.44	44.94
- Others	3.60	4.37
Loans and Debts earlier written-off, now recovered	30.00	68.00
Net Gain on foreign currency translations and transactions	9,45.43	-
Rent Received	14.71	14.58
Provisions no Longer Required Written Back	13.56	29.50
Provision for Diminution in value of Long Term Investments Written Back	0.81	-
Scrap Sales	26.22	49.08
Miscellaneous Income	10.91	5.53
	12,86.13	3,49.00

20 COST OF MATERIALS CONSUMED

Sulphur	35,97.93	23,28.52
Carbon di Sulphide	3,62.49	3,23.20
Coating Oil	39,35.13	33,77.32
Others	7,05.60	6,52.40
	86,01.15	66,81.44

21 PURCHASE OF TRADED GOODS

Sulphuric Acid	16.39	-
	16.39	-

ORIENTAL CARBON & CHEMICALS LIMITED

(Rs. in lakhs)

For the
Year ended
31st March, 2015

For the
Year ended
31st March, 2014

22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS

I Inventories as at the beginning of the Year

Finished Goods	16,28.94	18,52.83
Work-in-Progress	1,75.91	59.57
	<u>18,04.85</u>	<u>19,12.40</u>

II Inventories as at end of the Year

Finished Goods	18,27.88	16,28.94
Work-in-Progress	87.19	1,75.91
	<u>19,15.07</u>	<u>18,04.85</u>

Changes in Inventories (I-II)

	<u>(1,10.22)</u>	<u>1,07.55</u>
Work-in-Progress includes		
Insoluble Sulphur	66.06	1,54.96
Sulphuric Acid	21.13	20.95
	<u>87.19</u>	<u>1,75.91</u>

23 EMPLOYEES BENEFIT EXPENSES

Salaries, Wages and Bonus	24,08.22	19,60.49
Contribution to Provident and Other Funds	1,84.33	1,55.06
Employee Welfare Expenses	2,58.00	2,17.13
	<u>28,50.55</u>	<u>23,32.68</u>
Less: Transfer to Capital Work-in-Progress	55.79	41.58
	<u>27,94.76</u>	<u>22,91.10</u>

24 OTHER EXPENSES

Stores Consumed	48.80	48.13
Packing cost	7,67.00	6,54.27
Power and Fuel	40,38.21	42,61.04
Water Charges	38.01	47.42
Rent and Lease Rent *	2,10.43	1,27.57
Rates and Taxes	63.62	46.73
Insurance	1,30.28	1,09.43
Repairs to Buildings	57.26	39.25
Repairs to Machinery	10,24.63	7,17.56
Repairs to Others	86.90	83.81
Freight & Forwarding	15,94.76	12,38.63
Commission and Discount	3,66.67	3,86.94
Travelling	2,33.50	2,16.13
Legal & Professional	1,40.90	6,18.51
Service Charges	1,37.43	1,73.05
Loss on sale/discard of Fixed Assets (Net)	1,16.21	62.06
Loss on sale of current investment	-	1.11
Net Loss on Foreign Currency Translations and Transactions (Other than considered as Finance Cost)	-	8,05.16
Bad Advances / Debts	20.94	1.55
Donations (Includes Rs. 90.00 for CSR Activities)	90.15	51.42
Excise Duty on Increase of finished goods Stock	8.96	22.06
Directors' Commission & Fees	58.80	25.40
Prior period	-	1.65
Miscellaneous**	5,96.41	5,53.14
	<u>98,29.87</u>	<u>1,02,92.02</u>
Less: Transfer to Capital Work-in-Progress	2.68	17.59
	<u>98,27.19</u>	<u>1,02,74.43</u>

* Net of Recovery Rs.20.63 (Previous Year Rs. 18.05)

** Miscellaneous Include Auditors Remuneration as follows:

ORIENTAL CARBON & CHEMICALS LIMITED

		(Rs. in lakhs)
	For the Year ended 31st March, 2015	For the Year ended 31st March, 2014
i) Statutory Auditor:		
As Auditor	10.00	9.50
For Limited Review	2.25	1.50
For Tax Audit	1.75	1.35
For Certifications, Consolidation and other matters	3.50	2.98
Travelling and other out of pocket expenses	0.34	0.40
	<u>17.84</u>	<u>15.73</u>
ii) Cost Auditor:		
As Auditor	1.15	1.05
Travelling and other out of pocket expenses	0.04	0.04
	<u>1.19</u>	<u>1.09</u>
	<u>19.03</u>	<u>16.82</u>
25 FINANCE COST		
Interest	7,47.50	10,38.25
Other Borrowing Cost	62.45	66.89
	<u>8,09.95</u>	<u>11,05.14</u>
26 DEPRECIATION AND AMORTISATION		
Depreciation on tangible assets (Note No. 10)	12,69.20	10,16.09
Less: Transfer from Revaluation Reserve	-	8.55
	<u>12,69.20</u>	<u>10,07.54</u>
Amortisation of Intangible Assets	38.85	35.87
	<u>13,08.05</u>	<u>10,43.41</u>
27 CURRENT TAX		
Current Tax for the year	13,10.00	10,51.00
Less: MAT Credit Entitlement (Net)	4,12.54	2,93.67
Add: Taxation adjustments in respect of earlier years (Net)	0.03	-
	<u>8,97.49</u>	<u>7,57.33</u>

28 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Nature of Operations

The Company is a manufacturer of Insoluble Sulphur and Sulphuric Acid. The Company has manufacturing facilities at Dharuhera (Haryana) and at Mundra SEZ (Gujarat). Insoluble Sulphur produced by the Company is sold globally.

(B) Basis of Accounting

The financial statements have been prepared to comply with the Accounting Standards referred to in section 133 and the relevant provisions of The Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company unless otherwise stated.

(C) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of

ORIENTAL CARBON & CHEMICALS LIMITED

revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialize.

(D) Classification of Assets and Liabilities as Current and Non Current

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities.

(E) Revenue Recognition

- (i) Revenue from sales is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally coincides with the delivery.
- (ii) Revenue (other than sale) is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

(F) Fixed Assets

Fixed assets are stated at cost or at revalued amount less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. The carrying amounts are reviewed at each balance sheet date, if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing, value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. (Also refer Note No. 10(ii))

(G) Depreciation

Tangible Assets

Depreciation on Fixed Assets has been provided on straight line method with reference to the economic useful life of its fixed assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on machinery spares is provided retrospectively from the date the related assets are put to use. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Leasehold land is being amortised over the period of lease tenure. Additions to Fixed Assets on leased land and premises are amortised over the lease period.

Intangible Assets

Depreciation of Intangible assets is allocated on a systematic basis over the best estimate of their useful life and accordingly software is amortised on straight line basis over the period of five years.

(H) Expenditure on new projects, substantial expansion and during construction period

Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure incurred during the construction period, which is not related to the construction activity nor is incidental thereto is charged to the Statement of Profit & Loss. Income earned during construction period is deducted from the total of the indirect expenditure.

All direct capital expenditure on expansion is capitalised. As regards indirect expenditure on expansion, only that portion is capitalised which represents the marginal increase in such expenditure involved as a result of capital expansion. Both direct and indirect expenditure are capitalised only if they increase the value of the asset beyond its originally assessed standard of performance.

Expenditure during construction/installation period is included under capital work-in-progress and the same is allocated to respective Fixed Assets on the completion of its construction.

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(I) Investments

Long term (Non-Current) Investments are stated at cost . The Company provides for diminution, other than temporary, in the value of Long term Investments. Current Investments are valued at lower of cost or fair value.

(J) Foreign Currency Transactions

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Monetary items related to foreign currency transactions are restated at year end exchange rates. All exchange differences arising from such conversion including gain or loss on cancellation of foreign currency forward covers are included in the Statement of Profit & Loss except exchange difference arising on long term foreign currency monetary items in so far as they relate to the acquisition of depreciable capital assets are capitalised. (refer note No. 10(ii)). Premium / Discount on forward covers, covered under AS-11(i.e. The Effects of Changes in Foreign Exchange Rates) are recognised over the tenure of the contract.

(K) Inventories

Inventories are valued at lower of Cost and Net Realisable value. The cost of finished goods is determined by taking material, labour and related factory overheads including depreciation. Cost is determined on weighted average cost. Further the cost for Work-in-Progress includes material cost, stagewise direct cost and other related manufacturing overheads including depreciation. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and to make the sale.

(L) Retirement and other employee benefits

1. Retirement benefits in the form of Provident Fund and Superannuation Scheme, which are defined contribution plans, are charged to the Statement of Profit & Loss of the year when the contributions to the respective funds are due.
2. Gratuity and Leave encashment which are defined benefits, are accrued based on actuarial valuation at the balance sheet date carried out by an independent actuary using the projected unit credit method.
3. Gratuity and Superannuation liability is being contributed to the respective funds formed by the Company.

(M) Taxation

Current tax is measured at the amount expected to be paid to the revenue authorities, using the applicable tax rates and laws. Deferred tax for timing differences between the book and taxable Income for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred Tax Assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future and the same is reviewed at each Balance Sheet date.

Minimum Alternate Tax (MAT) Credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(N) Borrowing Cost

Borrowing Cost attributable to the acquisition or construction of qualifying fixed assets, are capitalised as part of the cost of such assets upto the date of commencement of commercial production/put to use of plant. Other Borrowing costs are charged to revenue.

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(O) Operating Leases

Lease rent in respect of assets taken on operating lease are charged to Statement of Profit & Loss as per the terms of lease agreements.

(P) Derivatives

Outstanding derivatives contracts, other than those covered under AS-11, at the year end are marked to market rate, and loss, if any, are accounted for in the Statement of Profit & Loss. As prudent accounting policy, gain on marked to market at the end of year are not accounted for.

(Q) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(R) Contingent Liabilities

A disclosure is made for possible or present obligations that may but probably will not require outflow of resources or where a reliable estimate cannot be made, as a contingent liability in the financial statements.

		(Rs. In Lakhs)	
		As At	As At
		31st March, 2015	31st March, 2014
29 Contingent Liabilities & Commitments:			
29.01 Contingent Liabilities			
(i) Bank Guarantees given to various Govt. Authorities/Others (Margin money/Short Term Deposits Rs. 1.54; Previous year Rs. 1.54)	10.26	10.26	
(ii) Bills discounted with Banks	13,91.02	11,52.63	
(iii) Corporate guarantee given to a bank for loan taken by Subsidiary Company (to the extent loan outstanding)	14,69.21	14,70.03	
(iv) Matter under Litigations/Appeals			
(a) Income tax demand (Deposited Rs. 24.57; Previous year Rs. 10.03)	46.60	32.07	
(b) Central Excise demand (Deposited Rs.85.58 ; Previous year Rs. 85.58)	1,05.58	1,05.58	
(c) Other demands (Deposited Rs.12.00; Previous year Rs.12.00)	22.69	22.69	
The Company is hopeful of favourable decisions and expect no outflow of resources, hence no provision is made in the books of account.			
29.02 Commitments			
(i) Estimated amount of capital commitments outstanding and not provided for (Gross)	31,13.78	21,23.17	
(Advance Paid Rs. 21,64.42; Previous Year Rs. 15,78.67)			

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30 Other Notes on Accounts

30.01 (a) Disclosure relating to amount outstanding at year end and maximum outstanding during the year of loans and advances, in nature of loan required as per clause 32 of the Listing Agreement, are given below:

Particulars	Balance As At 31st March, 2015 Rs.	Maximum Outstanding During the year 2014-2015 Rs.	Balance As At 31st March, 2014 Rs.	Maximum Outstanding During the year 2013-2014 Rs.
(a) Subsidiary Company				
Schrader Duncan Limited	200.00	200.00	-	200.00

(b) Disclosure relating to Loans or security given by the Company as per the requirements of section 186(4) to the Companies Act 2013 as on 31st March' 2015

Particulars	Loan Amount	Rate of Interest (Per Annum)	Purpose	Maturity Period
Schrader Duncan Limited	2,00.00	12.5 %	Business Purpose	With in 1 Year
(Subsidiary Company)*				
Pallavi Apartment Private Limited	20.00	10 %	Business Purpose	After 1 Year
J.B. Commercial Co. Pvt. Ltd.	39.00	10 %	Business Purpose	After 1 Year
Ankit Lefine Pvt. Ltd.	44.00	10 %	Business Purpose	After 1 Year
Rainbow Investments Ltd	1,41.00	10 %	Business Purpose	After 1 Year
Sharbhang Comm Co. Pvt Ltd.	58.00	10 %	Business Purpose	After 1 Year
Manoor Investments Pvt. Ltd.	46.00	10 %	Business Purpose	After 1 Year
Crescent Leasing Ltd.	55.00	10 %	Business Purpose	After 1 Year

*For Corporate Guarantee given Refer 29.01(iii).

30.02 i) Outstanding Forward Covers in respect of foreign currencies for Hedging.

(Foreign currency and Indian Currency in Lakhs)

Currency	Cross Currency	As at 31st March, 2015	As at 31st March, 2014
a) Future Export Sales			
USD	INR	54.99	38.00
EURO	USD	36.00	5.00
EURO	INR	12.00	35.00
b) Term Loan			
EURO	INR	-	4.50

ii) Foreign currency exposure not hedged by a derivative instrument or otherwise:

Currency	Cross Currency	As at 31st March, 2015 Foreign Currency Rs.	As at 31st March, 2014 Foreign Currency Rs.
Payables			
USD	INR	29.42 18,41.53	33.14 19,91.51
EURO	INR	16.04 10,82.93	10.81 8,92.52
Receivables			
USD	INR	5.28 3,30.25	10.02 6,02.29
EURO	INR	14.06 9,48.91	5.08 4,19.25
GBP	INR	0.43 40.08	0.45 45.38

ORIENTAL CARBON & CHEMICALS LIMITED

30.03 Segment reporting has been disclosed in Consolidated Financial Statement.

30.04 Earnings per Share (EPS)

		For the year ended	
		31st March, 2015	31st March, 2014
Profit attributable to the Equity Shareholders	(Rs. in Lakhs)	51,31.60	40,43.91
Number of Equity Shares	(Nos)	10296062	10296062
Nominal value of Equity Shares	(Rs.)	10.00	10.00
Basic and Diluted Earnings per Share	(Rs.)	49.84	39.28

30.05 Disclosure as per Accounting Standard - 15 (Employees' Benefits)

(Rs. in Lakhs)

2014-15 2013-14

Define Contribution Plan -

The Company has recognized the following amounts in the Statement of Profit & Loss for the year

Contribution to Employees Provident Fund	84.75	71.88
Contribution to Superannuation Fund	56.46	42.53

Define Benefit Plan -

The following table set out the status of the gratuity plan as required under AS 15 (Revised 2005):

- (a) A reconciliation of opening and closing balances of the present value of the defined benefit obligation (DBO):

Opening DBO	2,81.49	2,33.37
Past & Current Service Cost	27.09	23.29
Interest cost	22.10	23.17
Actuarial (gain)/loss	12.48	10.65
Benefits paid	(35.21)	(8.99)
Closing DBO	3,07.95	2,81.49

- (b) A reconciliation of opening and closing balances of the fair value of plan assets:

Opening fair value of plan assets	2,42.78	2,05.40
Expected Return on Plan Assets	18.57	19.42
Actuarial gain/(loss)	(0.02)	(2.81)
Contribution by the employer	44.85	29.76
Benefits paid	(35.21)	(8.99)
Closing fair value of plan assets	2,70.97	2,42.78

- (c) A reconciliation of the present value of the defined benefit obligation and the fair value of the plan assets to the assets recognized in the balance sheet:

Present value of defined benefit obligation at the end of the period	3,07.95	2,81.49
Fair value of the plan assets at the end of the year	2,70.97	2,42.78
Liability recognized in the balance sheet	36.98	38.71

- (d) The total expense recognised in the Statement of Profit and Loss:

Current service cost	27.09	23.29
Interest cost	22.10	23.17
Expected return on plan assets	(18.57)	(19.42)
Actuarial (gains)/loss	12.50	13.46
Net Gratuity cost	43.12	40.50

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(Rs. in Lakhs)

	As At 31st March, 2015	As At 31st March, 2014
(e) For each major category of plan assets, following is the percentage that each major category constitutes of the fair value of the total plan assets:	%	%
State/Govt. of India securities	34	37
Public Sector Bonds	42	34
Special Deposit Scheme	1	1
Bank Balances to be Invested	23	28
(f) Following are the Principal Actuarial Assumptions used as at the balance sheet date:		
Discount rate	7.50	9
Expected rates of return on any plan assets	8	8
Average Salary escalation rate	7	7
Average remaining working life of the employees (years)	16	16
(g) Disclosure as required under Para 120(n); Amounts recognised in current year and previous four years		

	2014-15	2013-14	2012-13	2011-12	2010-11
Present value of defined benefit obligation	3,07.95	2,81.49	2,33.37	2,10.24	1,91.56
Fair Value of Plan Assets	2,70.97	2,42.78	2,05.40	1,87.61	1,55.39
Surplus/ (Deficit) in the Plan	(36.98)	(38.71)	(27.97)	(22.63)	(36.17)
Experience adjustments on Plan Liabilities Loss	12.50	13.46	9.49	4.94	20.20
Experience adjustments on Plan Assets Gain/ (Loss)	(0.02)	(2.81)	(1.54)	-	-

The estimates of the future salary increase considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors.

30.06 Related Party Disclosures as per Accounting Standard - 18 (Related Party Disclosures), to the extent Identified by the Company

1. Name & Relationship of the Related Parties:

- (a) Schrader Duncan Limited : Subsidiary Company
 (b) Duncan International (India) Limited : Enterprise over which relative of key management personnel is having significant influence.
 (c) Mr. Arvind Goenka-Managing Director : Key Management Personnel
 (d) Mr. Akshat Goenka-Vice President : Son of Key Management Personnel
 (e) Mr. Shreyans Goenka-Sr.Manager : Son of Key Management Personnel
 (w.e.f. 1st June' 2014)

2. Transactions with Related Parties during the year:

	Particulars	Subsidiary Company		Enterprise over which relative of key management personnel is having significant influence.		Key Management Personnel		Son of Key Management Personnel		Son of Key Management Personnel	
		(Refer 1 (a))		(Refer 1 (b))		(Refer 1 (c))		(Refer 1 (d))		(Refer 1 (e))	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(a)	Loans & Advances given	2,00.00	-	-	-	-	-	-	-	-	-
(b)	Interest received on Loans & Advances	4.14	2.64	-	-	-	-	-	-	-	-
(c)	Service charges reimbursed	-	-	60.00	1,08.00	-	-	-	-	-	-
(d)	Expenses Recovered (Net)	33.09	30.18	2.84	1.77	-	-	-	-	-	-
(e)	Purchases of Stores & Spares	5.09	-	-	-	-	-	-	-	-	-
(f)	Remuneration	-	-	-	-	1,43.27	1,21.73	37.06	13.29	13.70	-
(g)	Dividend Paid	-	-	78.79	47.48	12.50	7.81	8.00	5.00	8.29	-
(h)	Outstanding as on 31.03.2015										
	Receivable	2,07.26	6.94	-	-	-	-	-	-	-	-
	Payable	-	-	-	-	48.26	36.67	9.17	1.27	1.62	-
	Corporate guarantee given (to the extent loan outstanding)	14,69.21	14,70.03	-	-	-	-	-	-	-	-

30.07 Value of Imported and Indigenous Raw Materials consumed and percentage thereof:

Particulars	For the year ended 31st March, 2015		For the year ended 31st March, 2014	
	Rs.	%	Rs.	%
Indigenous	66,52.95	77.35	48,91.67	73.21
Imported	19,48.20	22.65	17,89.77	26.79
	<u>86,01.15</u>	<u>100.00</u>	<u>66,81.44</u>	<u>100.00</u>

30.08 Value of Imported and Indigenous Stores & Spare Parts consumed and percentage thereof: *

Indigenous	48.80	100.00	48.13	100.00
Imported	-	-	-	-
	<u>48.80</u>	<u>100.00</u>	<u>48.13</u>	<u>100.00</u>

* Excluding charged to machinery repairs and capitalised.

ORIENTAL CARBON & CHEMICALS LIMITED

(Rs. in Lakhs)

30.09 C.I.F. Value of Imports:

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Raw Materials	18,01.72	17,80.96
Capital Goods	-	2.14
Components and Spare Parts	37.43	42.40
Packing Material	90.18	56.41

30.10 Earning in Foreign Exchange

Export on F.O.B. Basis	1,80,57.77	1,76,38.88
(Includes Deemed / Indirect Exports Rs. Nil; Previous year Rs. 1.30)		

30.11 Expenditure in Foreign Currency

Commission and Discount	2,76.89	4,34.34
Travelling	52.58	33.26
Legal & Professional Charges	7.42	39.69
Others	1,79.97	1,50.34

30.12 Remittance in Foreign Currency on account of Dividends:

Number of Non-Resident Shareholders	112	93
Number of Shares held by Non-Resident Shareholders	77054	62007
Dividend payments to Non-Resident Shareholders were made by Warrant Denominated in Indian Rupees.		

30.13 Previous year figures have been regrouped to conform current year figures.

In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Regn. No. 302049E

B.K. SIPANI

Partner

For and on behalf of the Board of Directors

ARVIND GOENKA
Managing Director

J.P. GOENKA
Chairman

Place : New Delhi

Date : 14th May, 2015

Membership No. 088926

P.K. MAITY

Company Secretary

ANURAG JAIN

Chief Financial Officer

O.P. DUBEY

Director

ORIENTAL CARBON & CHEMICALS LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of Oriental Carbon & Chemicals Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Oriental Carbon & Chemicals Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

ORIENTAL CARBON & CHEMICALS LIMITED

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated statement of profit and loss and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - (e) On the basis of the written representations received from the directors of the Holding Company and Subsidiary Company as on 31st March, 2015 taken on record by the respective Board of Directors, none of the directors of the Group is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements has disclosed the impact of pending litigations on consolidated financial position of the Group – Refer Note 29.01(iv) to the Consolidated Financial Statements.
 - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For SINGHI & CO.
Chartered Accountants
Firm's Reg. No.302049E

B K Sipani

Partner

Membership No 088926

Place : New Delhi

Date : 14th May, 2015

ORIENTAL CARBON & CHEMICALS LIMITED

Annexure referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re: Oriental Carbon & Chemicals Limited)

- (i) a. The Group has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. Fixed Assets of the Group have been physically verified by the respective managements and in our opinion, the frequency of physical verification is reasonable having regard to the size of the entities and nature of its assets. No material discrepancies were noticed on such verification.
- (ii) a. As explained to us inventories (except stock lying with third parties and in-transit) were physically verified during the year by the respective management at reasonable intervals.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the respective management are reasonable and adequate in relation to the size of the entities and the nature of their businesses.
 - c. In our opinion and according to the information and explanation given to us, the Group is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Group has not granted any loan to companies covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the entities and the nature of their businesses, for the purchase of inventory and fixed assets and for the sale of goods/ services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Group in respect of these areas.
- (v) In our opinion and according to the information and explanations given to us, the Holding Company has complied with the directives issued by the Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under to the extent applicable, with regard to the deposits accepted from the public except account for depositing fifteen percent of deposit maturing during next financial year has not been renamed as Deposit Repayment Reserve Account. We are informed by the management of the Holding Company that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court, or any other Tribunal. The subsidiary company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act and the rules framed thereunder.
- (vi) We have broadly reviewed the books of accounts maintained by the Group pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, wherever applicable and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) a. According to the records of the respective entities, the Group is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, wealth tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities. There was no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable.

ORIENTAL CARBON & CHEMICALS LIMITED

- b. According to the records of the Group, there are no dues outstanding of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute, other than the followings:

Name of Statute	Nature of Dues	Period to which Amount relates	Amount (Rs in Lacs)*	Forum where Dispute is pending
The Central Excise Act, 1944	Demand for Excise Duty	1992-93 to 1995-96	20.00	Allahabad High Court
The Central Excise Act, 1944	Demand for Excise Duty	2005-06	7.14	Mumbai High Court
The Central Excise Act, 1944	Demand for Excise Duty and Service Tax	2009-10	32.54	Additional Commissioner of Central Excise, Mumbai-III
The Central Sales Tax Act 1956	Demand of Sales Tax and Penalty	2005-06	16.04	Deputy Commissioner of Sales Tax
The Central Sales Tax Act 1956	Demand of Sales Tax and Penalty	2010-11	50.76	Deputy Commissioner of Sales Tax
The Income Tax Act, 1961	Demand for Income tax and Interest thereon	Assessment Year 2011-12	22.04	CIT (Appeals)

*Net of amount paid

- c. The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under have been transferred to such fund within time.
- (viii) The Holding Company has no accumulated losses at the end of the financial year and has not incurred any cash loss in the current and immediately preceding financial year. Further in case of subsidiary company, the accumulated losses are not more than fifty percent of its net worth as at 31st March 2015 but subsidiary company has incurred cash losses during the financial year but has not incurred in immediately preceding year.
- (ix) Based on our audit procedures and on the basis of information and explanations given by the respective management, we are of the opinion that the Group has not defaulted in repayment of dues to financial institutions and banks. The group has no outstanding debentures.
- (x) According to the information and explanations given to us, the Group has not given any guarantee for loans taken by other parties from banks or financial institutions during the year.
- (xi) According to the information and explanations given to us, term loans obtained were applied for the purpose for which loans were obtained.

ORIENTAL CARBON & CHEMICALS LIMITED

- (xii) Based on our examination of the books and records of the respective entities, carried out in accordance with the generally accepted auditing practice in India and according to the information and explanations given to us, no fraud on or by the Group has been noticed or reported during the year.

For SINGHI & CO.
Chartered Accountants
Firm's Reg. No.302049E

B K Sipani
Partner
Membership No 088926

Place : New Delhi
Date : 14th May, 2015

ORIENTAL CARBON & CHEMICALS LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

			(Rs. in lakhs)
	Note No.	As at 31.03.2015	As at 31.03.2014
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds:			
(a) Share Capital	1	10,31.13	10,31.13
(b) Reserves and Surplus	2	2,33,91.00	1,96,61.74
		<u>2,44,22.13</u>	<u>2,06,92.87</u>
(2) Minority Interest		14,56.64	17,58.98
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	44,08.94	66,32.89
(b) Deferred Tax Liabilities (Net)	4	21,11.61	18,44.48
(c) Other Long-Term Liabilities	5	40.07	62.33
(d) Long-Term Provisions	6	1,31.12	96.57
		<u>66,91.74</u>	<u>86,36.27</u>
(4) Current Liabilities			
(a) Short-Term Borrowings	7	39,78.75	30,08.42
(b) Trade Payables	8	29,64.72	23,08.78
(c) Other Current Liabilities	9	36,07.02	33,54.50
(d) Short-Term Provisions	6	8,10.38	7,61.55
		<u>1,13,60.87</u>	<u>94,33.25</u>
TOTAL		<u>4,39,31.38</u>	<u>4,05,21.37</u>
II ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	10	2,13,46.79	2,20,68.49
(ii) Intangible Assets	10	1,25.65	1,38.71
(iii) Capital Work-in-Progress		4,28.57	2,29.53
(iv) Intangible Assets under Development		10.59	-
(b) Non-Current Investments	11	17.68	30.63
(c) Long-Term Loans and Advances	12	43,10.25	33,10.52
		<u>2,62,39.53</u>	<u>2,57,77.88</u>
(2) Current Assets			
(a) Current Investments	13	26,60.74	11,15.86
(b) Inventories	14	53,03.01	49,70.68
(c) Trade Receivables	15	67,58.25	64,64.58
(d) Cash and Bank Balances	16	18,25.23	12,36.10
(e) Short-Term Loans and Advances	12	6,90.13	5,24.66
(f) Other Current Assets	17	4,54.49	4,31.61
		<u>1,76,91.85</u>	<u>1,47,43.49</u>
TOTAL		<u>4,39,31.38</u>	<u>4,05,21.37</u>
Summary of Significant Accounting Policies	28.02		
Contingent Liabilities and Commitments	29		
Other Notes on Accounts	30		

The accompanying notes are an integral part of the financial statements.

In terms of our Report of even date attached.

For and on behalf of the Board of Directors

For SINGHI & CO.
Chartered Accountants
Firm Regn. No. 302049E

ARVIND GOENKA
Managing Director

J.P. GOENKA
Chairman

B.K. SIPANI

Place : New Delhi

Partner

P.K. MAITY

ANURAG JAIN

O.P. DUBEY

Date : 14th May, 2015

Membership No. 088926

Company Secretary

Chief Financial Officer

Director

ORIENTAL CARBON & CHEMICALS LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Rs.in lakhs)

	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
I REVENUES			
Gross Revenue from Operations	18	3,65,80.84	3,49,56.33
Less Excise duty		19,00.59	18,74.37
Net Revenue from Operations		3,46,80.25	3,30,81.96
II OTHER INCOME	19	13,62.82	5,02.72
III Total Revenues (I + II)		3,60,43.07	3,35,84.68
IV EXPENSES			
Cost of Materials Consumed	20	1,31,56.86	1,13,09.33
Purchase of Traded Goods	21	62.96	64.44
Changes in Inventories of Finished Goods, Work-in-Progress and Traded Goods	22	(2,90.62)	2,09.67
Employee Benefit Expenses	23	39,40.54	33,42.77
Other Expenses	24	1,09,91.95	1,12,63.93
V Total		2,78,61.69	2,61,90.14
VI Profit before finance cost, depreciation & amortisation and tax (III - V)		81,81.38	73,94.54
VII Finance Costs	25	10,35.08	13,53.76
VIII Depreciation and Amortization	26	16,38.05	12,94.21
IX Profit before Exceptional Items and Tax (VI - VII - VIII)		55,08.25	47,46.57
X Exceptional items	27	-	(2,69.91)
XI Profit before tax and Minority Interest (IX - X)		55,08.25	50,16.48
Tax Expense:			
Current Tax	27.01	7,14.38	7,48.56
Deferred Tax (Net)		2,67.13	2,14.26
Profit for the year before Minority Interest		45,26.74	40,53.66
Less : Profit/(Loss) attributable to Minority Interest		(3,02.34)	4.87
Profit for the Year attributable to holding Company Basic & Diluted Earnings Per Equity Share	30.03	48,29.08	40,48.79
(of Rs.10/- each) (Rs.)			
- Before Exceptional Items		46.90	36.70
- After Exceptional Items		46.90	39.32
Summary of Significant Accounting Policies	28.02		
Other Notes on Accounts	30		

The accompanying notes are an integral part of the financial statements.

In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Regn. No. 302049E

B.K. SIPANI

Partner

For and on behalf of the Board of Directors

ARVIND GOENKA
Managing Director

J.P. GOENKA
Chairman

Place : New Delhi

Date : 14th May, 2015

Membership No. 088926

P.K. MAITY

Company Secretary

ANURAG JAIN

Chief Financial Officer

O.P. DUBEY

Director

ORIENTAL CARBON & CHEMICALS LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Current Year	Previous Year	(Rs. in lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax and Extra ordinary items	55,08.25	50,16.48	
Adjustments for:			
Depreciation and Amortisation	16,38.05	12,94.21	
Loss on Sale / Discard of Fixed Assets (Net)	1,16.15	76.91	
Finance Costs	10,35.08	13,53.76	
Interest Income	(1,42.85)	(1,23.93)	
Loans earlier written off. now recovered	(30.00)	(68.00)	
Profit / Loss on Sale of Current Investment	-	1.11	
Dividend on Current Investments	(1,01.60)	(61.33)	
Dividend on Non-Current Investments (non -trade)	(0.55)	(0.79)	
Profit on Sale of Land	-	(2,69.91)	
Profit on Sale of Investment (Mutual Fund)	(3.07)	-	
Provision for Diminution in value of Long-term Investments Written Back	(0.81)	-	
Operating Profit before Working Capital Changes	80,18.65	72,18.51	
Adjustments for :			
Trade and Other Receivables	(3,04.26)	(7,67.90)	
Inventories	(3,32.33)	82.05	
Trade and Other Payables	7,96.40	(1,51.08)	
Cash generated from Operations	81,78.46	63,81.58	
Direct Tax Paid (Net)	(11,44.23)	(11,10.09)	
Net cash from Operating Activities	70,34.23		52,71.49
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets/Expenditure on New Project	(18,50.81)	(23,71.53)	
Loans to Other Companies (Net)	(0.32)	11.02	
Investments Purchased	(15,44.88)	(10,90.86)	
Movement in Fixed deposits with Banks	(23.26)	(56.87)	
Sale of Fixed Assets	22.65	5,75.68	
Loans earlier written off. now recovered	30.00	68.00	
Investment sold	16.82	4,87.69	
Dividend on Current Investments	1,01.60	61.33	
Dividend on Non-Current Investments	0.55	-	
Interest Received	1,23.97	2,14.64	
Net Cash used in investing activities	(31,23.68)		(21,00.90)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Dividend Paid	(8,23.68)	(5,14.80)	
Tax on Dividend	(1,49.25)	(87.50)	
Long Term Borrowings	(22,89.14)	(13,47.65)	
Short Term Borrowings from Banks	9,70.34	(68.09)	
Interest and Financial Costs paid (excluding capitalised)	(10,84.40)	(13,55.28)	
Net Cash From Financing Activities	(33,76.13)		(33,73.32)
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	5,34.42		(2,02.73)
Opening Balance of Cash and Cash Equivalents	7,23.40		9,26.13
Closing Balance of Cash and Cash Equivalents	12,57.82		7,23.40
Cash & Cash Equivalents Comprise			
Cash on Hand	1.95		4.71
Balance with Scheduled Banks in Current Accounts and fixed deposits maturing within 3 month	12,55.87		7,18.69
	12,57.82		7,23.40

Note: (i) Figures in bracket represent outflows

(ii) Previous year's figures have been regrouped wherever necessary, to conform to this year's classification.

(iii) Cash & cash equivalents excludes Rs. 78.02 (Previous Year Rs. 61.29) lying in designated account with scheduled banks on account of unclaimed dividend and Rs. 3,98.37 (Previous Year Rs. 3,67.23) in fixed deposits with banks and Margin Money maturing beyond three months are shown under investing activities and fixed deposit of Rs. 91.02 (Previous year Rs. 84.18) pledged with Government Authority, shown under Trade and Other Receivables.

In terms of our Report of even date attached.

For SINGHI & CO.
Chartered Accountants
Firm Regn. No. 302049E

B.K. SIPANI

Partner

Place : New Delhi
Date : 14th May, 2015

Membership No. 088926

For and on behalf of the Board of Directors

ARVIND GOENKA
Managing Director

J.P. GOENKA
Chairman

P.K. MAITY
Company Secretary

ANURAG JAIN
Chief Financial Officer

O.P. DUBEY
Director

ORIENTAL CARBON & CHEMICALS LIMITED

NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED BALANCE SHEET

		(Rs. in Lakhs)	
		As at	As at
		31st March, 2015	31st March, 2014
1	SHARE CAPITAL:		
	Authorised:		
	1,49,90,000 (Previous year 1,49,90,000) Equity Shares of Rs. 10 each	14,99.00	14,99.00
	1,000 (Previous year 1,000) 11% Redeemable Cumulative Preference Shares of Rs. 100/- each	1.00	1.00
		<u>15,00.00</u>	<u>15,00.00</u>
	Issued		
	103,29,814 (Previous year 1,03,29,814) Equity shares of Rs. 10/- each	10,32.98	10,32.98
		<u>10,32.98</u>	<u>10,32.98</u>
	Subscribed and Fully Paid-up:		
	1,02,96,062 (Previous year 1,02,96,062) Equity shares of Rs. 10/- each fully Paid-up	10,29.61	10,29.61
	Add: Forfeited Shares (Amount Originally Paid-up)	1.52	1.52
		<u>10,31.13</u>	<u>10,31.13</u>
	A. Terms/ rights attached to Equity shares		
	Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders. There is no restriction on distribution of dividend. However, same except interim dividend is subject to the approval of the shareholders in the Annual General Meeting.		
	B. Reconciliation of the number of Equity Shares Outstanding:		
	Equity shares outstanding at the beginning of the year	10,296,062	10,296,062
	Equity shares outstanding at the end the of the year	10,296,062	10,296,062
	C. Shareholder holding more than 5 percent Equity shares of the Company:		
S.	Name of shareholder	As at 31st March, 2015	As at 31st March, 2014
No.		Number of Shares held	Number of Shares held
		Percentage of holding	Percentage of holding
1	Cosmopolitan Investments Ltd	1904528	18.50%
2	New India Investment corporation Ltd	1202136	11.68%
3	Duncan International (India) Ltd	994616	9.51%
4	Haldia Investment Company Ltd	591895	5.75%
		As at	As at
		31st March, 2015	31st March, 2014
2	RESERVES AND SURPLUS		
	(i) Capital Reserve		
	Balance as per last Financial Statement	20,08.99	20,08.99
		<u>20,08.99</u>	<u>20,08.99</u>
	(ii) Capital Redemption Reserve		
	Balance as per last Financial Statement	0.25	0.25
		<u>0.25</u>	<u>0.25</u>

ORIENTAL CARBON & CHEMICALS LIMITED

	As at 31st March, 2015	(Rs. in Lacs) As at 31st March, 2014
(iii) Share Premium Account		
Balance as per last Financial Statement	17,92.64	17,92.64
	<u>17,92.64</u>	<u>17,92.64</u>
(iv) Revaluation Reserve		
Balance as per last Financial Statement	1,11.52	1,20.07
Less : Reversal of Revaluation (Note No. 10)	47.61	-
Less : Transfer to Statement of Profit & Loss (Note No. 26)	-	8.55
	<u>63.91</u>	<u>1,11.52</u>
(v) General Reserve		
Balance as per last Financial Statement	26,13.88	21,13.88
Add: Transfer from Surplus in Statement of Profit & Loss	-	5,00.00
	<u>26,13.88</u>	<u>26,13.88</u>
(vi) Surplus in Statement of Profit & Loss		
Balance as per last Financial Statement	1,31,34.46	1,04,28.88
Add: Profit for the year	48,29.08	40,48.79
	<u>1,79,63.54</u>	<u>1,44,77.67</u>
Less: Appropriations		
Interim Dividend @	3,08.88	2,05.92
Tax on Interim Dividend	61.76	35.00
Proposed Final Dividend @	5,66.29	5,14.80
Tax on Proposed Final Dividend	1,15.28	87.49
Transfer to General Reserve	-	5,00.00
	<u>1,69,11.33</u>	<u>1,31,34.46</u>
Total Reserves and Surplus (i to vi)	<u>2,33,91.00</u>	<u>1,96,61.74</u>

@ During the year, the Company has paid Interim Dividend of Rs. 3/-; (Previous Year Rs. 2/-) per equity share. Now, Final Dividend Rs. 5.50/-; (Previous Year Rs. 5/-) per equity share for Financial year 2014-15 is recommended by the Board of Directors, which is subject to the approval of the shareholders in the ensuing Annual General Meeting.

3 LONG-TERM BORROWINGS

	Non-Current Portion		Current Portion	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
(i) Secured				
Term Loans From Banks (a.1)	40,94.94	60,48.73	17,98.18	16,78.40
Term Loans From a Bank (a.2)	-	2,31.60	2,31.60	2,31.36
Housing Loans from HDFC Ltd. (b)	-	1,44.08	35.72	1,34.33
Vehicle Loans from Banks (c)	45.46	14.03	38.71	46.18
	<u>41,40.40</u>	<u>64,38.44</u>	<u>21,04.21</u>	<u>20,90.27</u>
(ii) Unsecured				
Deposits (d)	2,68.54	1,94.45	2,10.44	2,83.91
Total (i) + (ii)	<u>2,68.54</u>	<u>1,94.45</u>	<u>2,10.44</u>	<u>2,83.91</u>
(iii) Amount disclosed under the head "Other current liabilities"				
(Note No. 9)	-	-	23,14.65	23,74.18
Total (i) + (ii) - (iii)	<u>44,08.94</u>	<u>66,32.89</u>	<u>-</u>	<u>-</u>

ORIENTAL CARBON & CHEMICALS LIMITED

(a) (i) Securities:

(Rs. in Lakhs)

- (a.1) Secured by first exclusive charge on entire fixed assets including equitable mortgage of factory land and building of Dharuhera unit of Holding Company and first pari-pasu charge with Exim Bank on entire fixed assets including equitable mortgage of factory land and building of SEZ Mundra Unit of Holding Company and second pari-pasu charge with Exim Bank on entire current assets of the Holding Company.
- (a.2) Secured by primary 1st exclusive mortgage/ hypothecation charge on the tangible movable/ immovable fixed assets of the Subsidiary Company at Ranjangaon, Pune and collateral charge on the current assets of the Subsidiary Company. Further Secured by Corporate Guarantees of the Holding Company and Cosmopolitan Investments Ltd.

(ii) Terms of Repayments of Non-Current portion of Term Loans from Banks

AS AT 31ST MARCH' 2015				AS AT 31ST MARCH' 2014			
As at 31.03.2015	Rate of Interest	No. of Outstanding Installments	Periodicity	As at 31.03.2014	Rate of Interest	No. of Outstanding Installments	Periodicity
-	11.75% linked with Base Rate	5	Quarterly Equal	2,45.41	12.65% linked with Base Rate	9	Quarterly Equal
2,93.12	4.32% linked with Libor Rate			11,11.85	5.50% linked with Libor Rate		
9,31.64	4.32% linked with Libor Rate			11,60.23	5.50% linked with Libor Rate		
4,67.90	5.22% linked with Libor Rate	9	Quarterly Equal	6,48.96	4.82% linked with Libor Rate	13	Quarterly Equal
24,02.28	11.75% linked with Base Rate	33	Monthly Graded	28,82.28	12.65% linked with Base Rate	45	Monthly Graded
40,94.94				60,48.73			
-	13.5% linked with Base Rate	-	Monthly Equal	2,31.60	13.50% linked with Base Rate	12	Monthly Equal
40,94.94				62,80.33			

(b) Housing Loans From HDFC Ltd.

- i) Rs. 35.72; (Previous Year Rs. 2,05.74) is secured by way of first equitable mortgage of ground floor of the property purchased with collateral security of rest of the said property owned by the other borrower, non-current portion Rs. Nil; (Previous Year Rs. 82.69 repayable in 8 equal monthly instalments as per the repayment schedule), and carries rate of interest of 12.75% (Previous year 13.00%) p.a.
- ii) Rs. Nil; (Previous Year Rs.11.28) secured by way of equitable mortgage of three residential flats at Bhiwadi, Rajasthan.
- iii) Rs. Nil; (Previous Year Rs. 61.39 to be secured by way of first equitable mortgage of two residential flats at Gurgaon, Haryana) and non-current portion of Rs. Nil; (Previous Year Rs. 61.39 repayable in 60 equated monthly instalments as per the repayment schedule and carries rate of interest of 15.35% p.a.)
- (c) Secured by hypothecation of vehicles purchased under the scheme and non-current portion of Rs. 45.46; (Previous Year Rs. 14.03) is repayable in maximum 20 equated monthly instalments (previous year maximum 19 equated monthly instalments) in 2016-17 onwards as per the repayment schedule and carries rate of interest of 10.45% to 10.39% (Previous year 9.25% to 10.59%) p.a.
- (d) Deposits from public carries rate of interest @ 10.50% to 11.00%; (Previous year 10.50% to 11.00%) p.a. and non-current portion of Rs. 2,68.54; (Previous year Rs. 1,94.45) is repayable after 1 to 3 years (Previous year 1 to 3 years) from the date of acceptance of deposits.

	As at 31st March, 2015	(Rs. in Lakhs) As at 31st March, 2014
4 DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liability on account of Depreciation and Amortisation Expenses	24,68.25	22,17.15
	<u>24,68.25</u>	<u>22,17.15</u>
Deferred Tax Assets on account of *		
Amount allowable on payment basis	91.37	55.88
Unabsorbed Depreciation/Carry forward Loss	1,51.67	1,97.51
Voluntary Retirement Scheme	1,13.60	1,19.28
	<u>3,56.64</u>	<u>3,72.67</u>
Deferred Tax Liabilities (Net)	<u>21,11.61</u>	<u>18,44.48</u>

*On consideration of prudence, the Subsidiary Company has accounted deferred tax assets only to the extent of deferred tax liabilities.

*On consideration of prudence, the Subsidiary Company has accounted deferred tax assets only to the extent of deferred tax liabilities.

Interest accrued but not due on Deposits	27.78	52.04
Trade Deposits	12.29	10.29
	<u>40.07</u>	<u>62.33</u>

6	PROVISIONS	Long - Term		Short - Term	
		As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
	Provision for Employee Benefits	1,31.12	96.57	69.50	73.30
	Proposed Final Dividend	-	-	5,66.29	5,14.80
	Tax on Proposed Final Dividend	-	-	1,15.28	87.49
	Provision for Sales Tax Liability against pending C-Forms	-	-	24.80	34.15
	Provision for Current Tax (Net)	-	-	34.51	51.81
		<u>1,31.12</u>	<u>96.57</u>	<u>8,10.38</u>	<u>7,61.55</u>

Secured		
Loans repayable on Demand		
Cash Credit & Packing Credit facilities from Banks	39,78.75	30,08.42
	39,78.75	30,08.42

Securities

In respect of Holding Company, Cash Credit & Packing Credit facilities amounting to Rs. 25,72.66; (Previous year Rs. 18,43.99) are secured by first exclusive charge on entire current assets of the Holding Company and second charge over the entire fixed assets including equitable mortgage of factory land and building of Mundra SEZ unit and second pari-pasu charge with Exim Bank on entire fixed assets including equitable mortgage of factory land and building of Dharuhera unit and other fixed assets of the Holding Company (except assets having specific charge).

In respect of Subsidiary Company, Cash Credit facilities amounting to Rs. 14,06.09; (Previous year Rs. 11,64.43) are secured by Primary first exclusive mortgage / hypothecation charge on the tangible movable / immovable fixed assets at Ranjangaon, Pune of the Subsidiary Company and collateral charge on the current assets of the Subsidiary Company.

ORIENTAL CARBON & CHEMICALS LIMITED

	As at 31st March, 2015	(Rs. in Lakhs) As at 31st March, 2014
8 TRADE PAYABLES		
Micro, Small and Medium Enterprises *	1,90.89	1,83.85
Others	27,73.83	21,24.93
	<u>29,64.72</u>	<u>23,08.78</u>
* In respect of Holding Company, there were no outstanding dues to Micro, Small and Medium Enterprises to the extent information available with the Holding Company and the payments in respect of such suppliers are made within the appointed day.		
In respect of Subsidiary Company, information related to Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 (MSME Development Act), are given below. The information given below have been determined to the extent such enterprises have been identified on the basis of information available with the Subsidiary Company:		
a) Principal amount due	1,90.89	1,83.85
b) Interest due and remaining unpaid as at year end	1.61	0.75
c) Further interest remaining due and payable for earlier years	1.61	0.75
9 OTHER CURRENT LIABILITIES		
Current maturities of Long-Term Borrowings	20,29.78	19,09.76
Current maturities of Housing Loans	35.72	1,34.33
Current maturities of Vehicle Loans	38.71	46.18
Current maturities of Deposits	2,10.44	2,83.91
Interest accrued and due on Borrowings	43.35	63.55
Interest accrued but not due on Borrowings	2.77	4.00
Advance Received from and Credit Balance of Customers	68.58	21.18
Unpaid Dividend	78.02	61.29
Unpaid and Unclaimed Matured Deposits & interest accrued thereon #	19.71	25.13
Creditors for Capital Goods	82.47	45.64
Statutory Dues Payable	3,93.39	3,06.47
Employees Liabilities	4,55.86	3,41.16
Security Deposits	8.90	8.90
Directors' Commission	39.69	17.78
Other Payable	99.63	85.22
	<u>36,07.02</u>	<u>33,54.50</u>

Includes Rs. 12.95; (Previous year Rs. 12.95) under legal disputes between the Joint Holders of the deposit.

ORIENTAL CARBON & CHEMICALS LIMITED

10 FIXED ASSETS

(Rs. in lakhs)

Description		GROSS BLOCK COST / BOOK VALUE				DEPRECIATION & AMORTISATION				NET BLOCK		
		As at March 31, 2014	Additions	Deductions/ Adjust- ments	As at March 31, 2015	As at March 31, 2014	Reversal of Revaluation on 01st April' 2014	For the Year	Deductions/ Adjust- ments	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
A.	Tangible Assets											
	Freehold Land	1,08.30*	33.04	-	1,41.34	-	-	-	-	-	1,41.34	1,08.30
	Leasehold Land	8,47.57	-	-	8,47.57	90.11	-	23.61	-	1,13.72	7,33.85	7,57.46
	Leasehold Building	14,31.59	0.93	-	14,32.52	1,76.99	-	38.64	-	2,15.63	12,16.89	12,54.60
	Buildings	72,40.72*	3,14.54	43.34*	75,11.92	8,86.27	16.24	3,53.44	43.34*	12,12.61	62,99.31	63,54.45
	Plant and Equipment	1,81,03.68*	4,79.93	3,01.83*	1,82,81.78	66,47.80	30.36	6,62.71	198.85*	71,42.02	1,11,39.76	1,14,55.88
	Electrical Installations	19,54.43*	9.65	31.12*	19,32.96	5,97.25	1.01	2,84.60	21.21*	8,61.65	10,71.31	13,57.18
	Furniture & Fixtures	4,14.61	17.59	5.70	4,26.50	1,40.56	-	51.70	5.44	1,86.82	2,39.68	2,74.05
	Vehicles	3,77.20	1,58.21	68.96	4,66.45	1,38.26	-	64.72	47.13	1,55.85	3,10.60	2,38.94
	Air-Conditioners & Coolers	93.46	6.21	2.44	97.23	18.56	-	12.63	1.25	29.94	67.29	74.90
	Office Equipment	3,35.19	36.49	8.28	3,63.40	1,42.46	-	1,00.97	6.79	2,36.64	1,26.76	1,92.73
	Total	3,09,06.75	10,56.59	4,61.67	3,15,01.67	88,38.26	47.61	15,93.02	3,24.01	1,01,54.88	2,13,46.79	2,20,68.49
	Previous Year	2,94,50.14	18,25.26	3,68.65	3,09,06.75	78,26.09	-	12,57.65	2,45.48	88,38.26	2,20,68.49	
B.	Intangible Assets											
	Software	2,53.89	31.97	-	2,85.86	1,15.18	-	45.03	-	1,60.21	1,25.65	1,38.71
	Total	2,53.89	31.97	-	2,85.86	1,15.18	-	45.03	-	1,60.21	1,25.65	1,38.71
	Previous Year	2,20.83	33.06	-	2,53.89	70.07	-	45.11	-	1,15.18	1,38.71	

* Includes amount added on revaluation Rs. 2,72.45 during 1992-93, out of which Rs. 43.34 on Building, Rs. 1,52.59 on Plant & Equipment and on Electric Installation Rs. 12.59 is being adjusted from gross block and depreciation block on 1st April' 2014.

Notes:

- Gross Block includes Rs. 1,50.06; (Previous Year Rs.1,77.98) purchased under Car Finance Scheme.
- The Holding Company has exercised option under notification no. GIR 914 (E) dated 29th December'2011 issued by Ministry of Corporate Affairs and accordingly net exchange difference for the year amounting to Rs. (99.97); (Previous Year Rs. 3,96.89) on long term foreign currency borrowing has been (deducted)/added to the depreciable fixed assets acquired. As at 31st March 2015, Rs. 3,27.18; (Previous Year Rs. 4,49.91) remain to be amortised over the balance life of the assets.
- During the year the Company has provided Depreciation with reference to the useful life of the respective asset specified in and in the manner prescribed in schedule II to the Companies Act, 2013. Consequently, depreciation for the year is higher by Rs. 3,10.09; (Previous year Rs. Nil)

(Rs. in Lakhs)

	As at 31st March, 2015	As at 31st March, 2014
11 NON-CURRENT INVESTMENTS		
Long Term Investment (Non Trade)		
Investment in Equity Shares - Quoted (at Cost)	2.08	17.51
Less: Provision for Diminution in Value of Investments	-	0.81
	2.08	16.70
Investment in Equity Shares - Unquoted (at Cost)	15.60	0.19
Investment in Mutual Fund - Unquoted (at Cost)	-	13.74
	15.60	13.93
	17.68	30.63
Aggregate amount of Quoted Investments	2.08	17.51
Aggregate amount of Unquoted Investments	15.60	13.93
Aggregate market value of Quoted Investments	12.53	23.14
Aggregate provision for diminution in value of investments	-	0.81

ORIENTAL CARBON & CHEMICALS LIMITED

12 LOANS AND ADVANCES

(Rs. in Lakhs)

(Unsecured, Considered Good)

	Long - Term		Short - Term	
	As at 31st March 2015	As at 31st March 2014	As at 31st March 2015	As at 31st March 2014
Loans to Other Companies	4,03.00	4,03.00	-	-
Capital Advances*	22,39.42	16,55.69	-	-
Security Deposits	3,82.21	3,74.60	21.97	1.03
Loan and Advances to Employees	35.49	39.40	42.23	42.51
Balances with Government Authorities	-	-	1,48.62	1,87.30
Other Advances	-	-	1,75.44	1,92.27
Advance Income Tax and Tax Deducted at Source (Net)	-	-	2,14.11	7.33
Prepaid Expenses	5.82	6.06	87.76	94.22
MAT Credit Entitlement	12,44.31	8,31.77	-	-
	<u>43,10.25</u>	<u>33,10.52</u>	<u>6,90.13</u>	<u>5,24.66</u>

* Capital Advances include Rs. 75.00; (Previous Year Rs. 75.00) to a company under liquidation against the use of an office premises. The same is pending transfer in favour of the Holding Company as per agreed terms.

13 CURRENT INVESTMENTS

Quoted (At Cost or Fair Value whichever is Lower)

	As at 31st March, 2015	As at 31st March, 2014
Investments in Mutual Funds	26,60.74	11,15.86
	<u>26,60.74</u>	<u>11,15.86</u>
Aggregate amount of Unquoted Investments (at Cost)	26,60.74	11,15.86
Aggregate Net Asset Value of Unquoted Investments	26,94.58	11,24.48
Aggregate of excess of carrying cost over fair value	-	-

14 INVENTORIES

(Valued at lower of cost or net realisable value)

Raw Materials	19,68.36	19,88.97
Work-in-Progress	3,42.22	4,61.75
Finished Goods	22,25.73	18,00.47
Traded goods	10.81	20.07
Scrap	27.20	33.05
Stores and Spares	6,77.88	6,32.65
Fuel	50.81	33.72
	<u>53,03.01</u>	<u>49,70.68</u>
Includes in transit :		
Raw Materials	1,76.87	2,14.77
Stores & Spares	5.41	7.53

15 TRADE RECEIVABLES

Outstanding for a period exceeding six months (from the due date)

Secured, Considered Good	-	0.01
Unsecured, Considered Good	41.39	1,68.95
Unsecured, Considered Doubtful	82.53	6.30
	<u>1,23.92</u>	<u>1,75.26</u>
Less: Provision for Doubtful Debts	82.53	6.30
	<u>41.39</u>	<u>1,68.96</u>
Outstanding for a period less than six months (from the due date)		
Secured, Considered Good	7.78	5.56
Unsecured, Considered Good	67,09.08	62,90.06
	<u>67,16.86</u>	<u>62,95.62</u>
	<u>67,58.25</u>	<u>64,64.58</u>

ORIENTAL CARBON & CHEMICALS LIMITED

	(Rs. in Lakhs)	
	As at	As at
	31st March, 2015	31st March, 2014
16 CASH AND BANK BALANCES		
(a) Cash and Cash Equivalents		
Cash on hand	1.95	4.71
Balance with Banks:		
In Current Accounts	9,60.06	4,42.11
Fixed Deposit with Maturity less than 3 months	2,95.81	2,76.58
	12,57.82	7,23.40
(b) Other Bank Balances		
Earmarked Balances with Banks		
Margin Money	42.82	34.94
Unpaid Dividend Account	78.02	61.29
Fixed Deposit with Bank*	29.57	28.75
Other Fixed Deposit Maturity more than 12 months **	4,17.00	3,87.72
	5,67.41	5,12.70
	18,25.23	12,36.10
* Under Rule 13 of the Companies (Acceptance of Deposits Repayment) Rules, 2014.		
** Includes Rs. 91.02 (Previous Year Rs. 84.18) pledged with Government Authority and Rs. 3,25.98 (Previous Year Rs. 3,03.54) against margin money which can be withdrawn at any point of time without prior notice or exit costs on the principal amount.		
17 OTHER CURRENT ASSETS		
Export Incentive Receivable	6.04	7.92
Accrued Interest Income	75.97	59.87
Fixed Assets held for sale (At lower of Book Value and Net Realisable Value)	5.18	6.31
Other Receivables (Comprises of Service Tax, CST, Excise Duty Receivable, etc.)	3,67.30	3,57.51
	4,54.49	4,31.61

ORIENTAL CARBON & CHEMICALS LIMITED

NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT & LOSS

		(Rs. in Lakhs)
	For the Year Ended 31st March, 2015	For the Year Ended 31st March, 2014
18 REVENUE FROM OPERATIONS		
Sale of Products		
Insoluble Sulphur	2,73,28.23	2,59,54.91
Sulphuric Acid & Oleum	21,33.44	12,85.96
Passenger and Truck Valves	31,40.46	36,97.99
Hydraulic and Pneumatic Equipments	32,23.68	32,29.95
Others	7,11.09	7,45.34
	3,65,36.90	3,49,14.15
Other Operating Revenues		
Export and Other Incentives	43.94	42.18
Gross Revenue from operations	3,65,80.84	3,49,56.33
Less: Excise Duty	19,00.59	18,74.37
Net Revenue from operations	3,46,80.25	3,30,81.96
19 OTHER INCOME		
Dividend on Current Investments	1,01.60	61.33
Dividend on Non-Current Investments	0.55	0.79
Interest Income		
- On Deposits	98.95	77.26
- On Loans	40.30	42.30
- Others	27.79	4.48
	1,67.04	1,24.04
Loans and Debts earlier written-off, now recovered	30.00	69.57
Net gain on Foreign currency translations and transactions	9,58.66	-
Rent Received	20.71	28.98
Provision for Doubtful Debts written back	3.11	-
Provision no longer Required written back	16.31	1,16.28
Provision for Diminution in value of Long-term Investments Written Back	0.81	-
Profit on Sale of Fixed Assets (Net)	0.06	-
Profit on Sale of Investment (Net)	3.07	-
Scrap Sales	26.22	49.08
Subsidy Received - IPS 2007 Scheme	10.45	-
Miscellaneous Income (comprises of Support Services, Cash discount, Claims and other receipts)	24.23	52.65
	13,62.82	5,02.72

ORIENTAL CARBON & CHEMICALS LIMITED

	For the Year Ended 31st March, 2015	(Rs. in Lakhs) For the Year Ended 31st March, 2014
20 COST OF MATERIALS CONSUMED		
Sulphur	35,97.93	23,28.52
Carbon di sulphide	3,62.49	3,23.20
Coating Oil	39,35.13	33,77.32
Metal	12,72.35	14,84.43
Rubber	3,05.96	4,14.03
Others	36,83.00	33,81.83
	<u>1,31,56.86</u>	<u>1,13,09.33</u>
21 PURCHASES OF TRADED GOODS		
Sulphuric Acid	16.39	-
Valve Cores & High Pressure Valves	46.57	64.44
	<u>62.96</u>	<u>64.44</u>
22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS		
I Inventories as at the beginning of the Year		
Finished Goods	18,00.47	20,08.75
Work-in-Progress	4,61.75	3,83.88
Traded goods	20.07	8.87
Scrap	33.05	1,23.51
	<u>23,15.34</u>	<u>25,25.01</u>
II Inventories as at end of the Year		
Finished Goods	22,25.73	18,00.47
Work-in-Progress	3,42.22	4,61.75
Traded goods	10.81	20.07
Scrap	27.20	33.05
	<u>26,05.96</u>	<u>23,15.34</u>
Changes in Inventories (I - II)	<u>(2,90.62)</u>	<u>2,09.67</u>
23 EMPLOYEES BENEFIT EXPENSES		
Salaries, Wages and Bonus	32,64.16	27,70.02
Contribution to Provident and Other Funds	2,49.91	1,96.34
Employee Welfare Expenses	4,82.26	4,17.99
	<u>39,96.33</u>	<u>33,84.35</u>
Less: Transfer to Capital Work-in-Progress	55.79	41.58
	<u>39,40.54</u>	<u>33,42.77</u>

ORIENTAL CARBON & CHEMICALS LIMITED

	For the Year Ended 31st March, 2015	(Rs. in Lakhs) For the Year Ended 31st March, 2014
24 OTHER EXPENSES		
Stores Consumed	2,17.07	2,29.62
Packing Cost	8,16.72	7,07.17
Power and Fuel	42,00.72	44,24.59
Water Charges	54.32	59.38
Rent and Lease Rent*	2,72.54	1,94.38
Rates and Taxes	1,36.70	76.43
Insurance	1,37.58	1,18.10
Repairs to Buildings	59.95	47.97
Repairs to Machinery	10,88.30	7,74.74
Repairs to Others	1,12.55	1,11.98
Freight & Forwarding	16,47.67	12,89.93
Commission and Discount	3,97.53	4,24.04
Travelling	3,12.09	2,92.12
Legal and Professional	2,26.84	6,78.16
Service Charges	1,37.44	1,73.05
Loss on Sale /Discard of Fixed Assets (Net)	1,16.21	76.91
Loss on Sale of Current Investment	-	1.11
Net Loss on Foreign Currency Translations and Transactions (Other than considered as Finance Cost)	-	8,08.64
Bad Advances / Debts	39.01	13.20
Provision for Doubtful Debts	79.35	6.30
Donations (Includes Rs. 90.00 for CSR Activities)	90.15	51.42
Excise Duty on Increase of finished goods Stock	37.72	15.96
Directors' Commission & Fees	67.20	31.98
Prior Period	1.16	1.65
Miscellaneous **	7,45.81	6,72.69
	<u>1,09,94.63</u>	<u>1,12,81.52</u>
Less: Transfer to Capital Work-in-Progress	2.68	17.59
	<u>1,09,91.95</u>	<u>1,12,63.93</u>

* Net of recovery of Rs. 20.63; (Previous year Rs. 18.05).

** Miscellaneous include Auditors' Remuneration as follows :

(i) Statutory Auditor:

As Auditor	14.90	14.40
For Limited Review	3.90	3.15
For Tax Audit	3.25	2.85
For Certification consolidated and other Matters	3.50	2.98
Travelling and other out of pocket Expenses	0.88	1.26
	<u>26.43</u>	<u>24.64</u>

(ii) Cost Auditor:

As Auditor	1.15	1.05
Travelling and other out of pocket Expenses	0.04	0.04
	<u>1.19</u>	<u>1.09</u>
	<u>27.62</u>	<u>25.73</u>

ORIENTAL CARBON & CHEMICALS LIMITED

	For the Year Ended 31st March, 2015	(Rs. in Lakhs) For the Year Ended 31st March, 2014
25 FINANCE COSTS		
Interest	9,49.06	12,64.03
Other Borrowing Cost	86.02	89.73
	<u>10,35.08</u>	<u>13,53.76</u>
26 DEPRECIATION AND AMORTIZATION		
Depreciation on tangible assets (Note No. 10)	15,93.02	12,57.65
Less: Transfer from Revaluation reserve	-	8.55
	<u>15,93.02</u>	<u>12,49.10</u>
Amortisation of Intangible Assets	45.03	45.11
	<u>16,38.05</u>	<u>12,94.21</u>
27 EXCEPTIONAL ITEMS		
Profit on Sale of Fixed Assets	-	(2,69.91)
	<u>-</u>	<u>(2,69.91)</u>
27.01 Current Tax		
Current Tax for the year	13,10.00	10,51.18
Less: MAT Credit Entitlement (Net)	4,12.55	2,93.84
Less: Taxation adjustments in respect of earlier years (Net)	1,83.07	8.78
	<u>7,14.38</u>	<u>7,48.56</u>

28 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Accounting

The financial statements have been prepared to comply with the Accounting Standards referred to in section 133 and the relevant provisions of The Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company unless otherwise stated.

(B) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialize.

(C) Classification of Assets and Liabilities as Current and Non Current

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities.

(D) Revenue Recognition

- (i) Revenue from sales is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally coincides with the delivery.
- (ii) Revenue from services is recognised on rendering of services in accordance with the Contractual arrangements.
- (iii) Revenue (other than sale) is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(E) Fixed Assets

Fixed assets are stated at cost or at revalued amount less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. The carrying amounts are reviewed at each balance sheet date, if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing, value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. (Also refer note no. 10 (ii))

Intangible assets resulting in future economic benefits where the cost can be reliably measured are capitalised. Intangible assets are stated at cost less accumulated depreciation / amortisation and impairment loss.

(F) Depreciation

Tangible Assets

Depreciation on Fixed Assets has been provided on straight line method with reference to the economic useful life of its fixed assets as prescribed in Schedule II to the Companies Act, 2013 except in case of Subsidiary Company useful life for Vehicles are considered by 5 Years. Depreciation on machinery spares is provided retrospectively from the date the related assets are put to use. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Leasehold land is being amortised over the period of lease tenure. Additions to Fixed Assets on leased land and premises are amortised over the lease period. Moreover in case of Subsidiary Company Asset purchased for value not exceeding Rs. 5000/- is fully depreciated in the year of Purchase.

Intangible Assets

Depreciation of Intangible assets is allocated on a systematic basis over the best estimate of their useful life and accordingly software is amortised on straight line basis over the period of five years.

(G) Expenditure on new projects, substantial expansion and during construction period

Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure incurred during the construction period, which is not related to the construction activity nor is incidental thereto is charged to the Statement of Profit & Loss. Income earned during construction period is deducted from the total of the indirect expenditure.

All direct capital expenditure on expansion is capitalised. As regards indirect expenditure on expansion, only that portion is capitalised which represents the marginal increase in such expenditure involved as a result of capital expansion. Both direct and indirect expenditure are capitalised only if they increase the value of the asset beyond its originally assessed standard of performance.

Expenditure during construction/installation period is included under capital work-in-progress and the same is allocated to respective Fixed Assets on the completion of its construction.

(H) Foreign Currency Transactions

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Monetary items related to foreign currency transactions are restated at year end exchange rates. All exchange differences arising from such conversion including gain or loss on cancellation of foreign currency forward covers are included in the Statement of Profit & Loss except exchange difference arising on long term foreign currency monetary items in so far as they relate to the acquisition of depreciable capital assets are capitalised. (refer note no. 10(ii)). Premium / Discount on forward covers, covered under AS-11(i.e. The Effects of Changes in Foreign Exchange Rates) are recognised over the tenure of the contract.

(I) Inventories

Inventories are valued at lower of Cost and Net Realisable value. The cost of finished goods is determined by taking material, labour and related factory overheads including depreciation. Cost is determined on weighted average cost. Further the cost for Work-in-Progress includes material cost, stagewise direct cost and other related manufacturing overheads including depreciation. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and to make the sale.

ORIENTAL CARBON & CHEMICALS LIMITED

(J) Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Primary Segments are identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Revenue, Expense, Assets and Liabilities, which relate to the Company as a whole and could not be allocated to segments on a reasonable basis, have been classified as unallocated. Secondary segment is identified based on geography by location of customers i.e. in India and outside India. Inter-segment revenue have been accounted for based on the transaction price agreed to between the segments, which is primarily market based.

(K) Retirement and other employee benefits

- 1 Retirement benefits in the form of Provident Fund and Superannuation Scheme, which are defined contribution plans, are charged to the Statement of Profit & Loss of the year when the contributions to the respective funds are due.
- 2 Gratuity and Leave encashment which are defined benefits, are accrued based on actuarial valuation at the balance sheet date carried out by an independent Actuary using the projected unit credit method.
- 3 Gratuity and Superannuation liability is being contributed to the respective funds formed by the Company.

(L) Investments

Long term (Non-Current) Investments are stated at cost. The Company provides for diminution, other than temporary, in the value of Long term Investments. Current Investments are valued at lower of cost or fair value.

(M) Taxation

Current tax is measured at the amount expected to be paid to the revenue authorities, using the applicable tax rates and laws. Deferred tax for timing differences between the book and taxable Income for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred Tax Assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future and the same is reviewed at each Balance Sheet date.

Minimum Alternate Tax (MAT) Credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(N) Borrowing Cost

Borrowing Cost attributable to the acquisition or construction of qualifying fixed assets, are capitalised as part of the cost of such assets upto the date of commencement of commercial production/put to use of plant. Other Borrowing costs are charged to revenue.

(O) Operating Leases

Lease rent in respect of assets taken on operating lease are charged to Statement of Profit & Loss as per the terms of lease agreements.

(P) Derivatives

Outstanding derivatives contracts, other than those covered under AS-11, at the year end are marked to market rate, and loss, if any, are accounted for in the Statement of Profit & Loss. As prudent accounting policy, gain on marked to market at the end of year are not accounted for.

(Q) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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(R) Contingent Liabilities

A disclosure is made for possible or present obligations that may but probably will not require outflow of resources or where a reliable estimate cannot be made, as a contingent liability in the financial statements.

28.01 Principles of Consolidation

- The financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, and the Accounting Standards referred to in Section 133 and the relevant provisions of the Companies Act, 2013.
- Consolidated Financial Statements relates to M/s Oriental Carbon & Chemicals Limited (the Company) and its Subsidiary M/s Schrader Duncan Limited, a Company incorporated in India, which was acquired on 13th April 2012.

The Company's interest in Subsidiary is 50.01%.

The Consolidated Financial Statements are in conformity with the AS-21 referred to in Section 133 and the relevant provisions of the Companies Act, 2013 and prepared on the following basis:

- The financial statements of the Company and its subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating inter Company balances and transactions.
- The consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements except provision for depreciation for some assets, which is not material to the Consolidated Financial Statements.
- Minority interest in the consolidated financial statements is identified and recognised after taking into consideration the amount of equity attributable to minority at date on which investments in subsidiary is made.

	(Rs. in Lakhs)	
	As At 31st March' 2015	As At 31st March' 2014
29 CONTINGENT LIABILITIES & COMMITMENTS:		
29.01 Contingent Liabilities		
(i) Bank Guarantees given to various Govt. Authorities/Others (Margin money/Short Term Deposits Rs. 5.64; Previous year Rs. 7.27)	48.79	57.81
(ii) Bills discounted with Banks	13,91.02	11,52.63
(iii) Corporate guarantee given to a bank for loan taken by Subsidiary Company (to the extent loan outstanding)	14,69.21	14,70.03
(iv) Matter under Litigations / Appeals		
(a) Central Excise & Service Tax demand under appeal (Deposited Rs. 85.58; Previous year Rs. 85.58)	1,45.26	1,45.26
(b) Other demands under appeal (Deposited Rs. 12.00; Previous year Rs. 12.00)	22.69	22.69
(c) Income Tax Demands under appeal, not acknowledged as debts (Deposited Rs. 24.57; Previous year Rs. 10.03)	46.60	32.07
(d) Claims against the Company with respect to Sales Tax matters, not acknowledged as debts.	66.80	74.18
The Company is hopeful of favourable decisions and expect no outflow of resources, hence no provision is made in the books of account.		
29.02 Commitments		
(i) Estimated amount of capital commitments outstanding and not provided for (Gross) (Advance paid Rs. 21,64.42; Previous year Rs. 15,80.69)	31,55.48	21,41.17
29.03 Tax Provision		

Based on evaluation of its tax provisions and considering the development and order received during the year, the

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Subsidiary Company has reversed excess provision for tax relating to earlier years amounting to Rs.1,83,10,094 for AY 2007-08 and has accounted potential interest income on Income Tax Refund for the A.Y. 2004-05 & AY 2012-13 of Rs. 18,50,000/- & Rs. 5,70,000/- respectively, based on opinion received from Company's Tax Advisor.

29.04 Sales Tax liability

During the year based on evaluation of the sales tax proceedings the Subsidiary Company has written off Rs. 52,02,339/- for FY 2009-10 & Rs. 12,87,342/- for FY 2010-11 and the same has been charged under the head "Rates & Taxes", and accordingly figures for the current year are not comparable to the previous year to this extent.

30 OTHER NOTES ON ACCOUNTS

30.01 Segment Reporting

Segment information has been prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company.

As part of Secondary reporting, revenues are attributed to geographic areas based on the location of the customers.

The following tables present the revenue, profit, assets and liabilities information relating to the Business/Geographical segment for the year ended 31.03.2015.

Information about Business Segment - Primary

(Rs. In Lakhs)

Reportable Segments	Chemicals		Automotive Products		Pneumatic products		Total	
	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Revenue								
External	2,82,57.35	2,61,69.57	35,14.80	40,03.64	29,08.10	29,08.75	3,46,80.25	3,30,81.96
Total Revenue from operations	2,82,57.35	2,61,69.57	35,14.80	40,03.64	29,08.10	29,08.75	3,46,80.25	3,30,81.96
Result								
Segment Result	69,40.10	59,33.68	(4,03.12)	(1,64.38)	3,63.33	5,24.72	69,00.31	62,94.02
Unallocated Corporate Income (Net)							3,56.98	1,93.69
Finance costs							10,35.08	13,53.76
Profit before Exceptional Items and Tax							55,08.25	47,46.57
Exceptional items							-	2,69.91
Profit before Tax and Minority Interest							55,08.25	50,16.48
Less: Provision for Taxation (Including Deferred Tax)							9,81.51	9,62.82
Profit for the year before Minority Interest etc							45,26.74	40,53.66
Less: Profit / (Loss) attributable to Minority Interest							(3,02.34)	4.87
Profit for the year attributable to Holding Company							48,29.08	40,48.79
Other Information								
Segment Assets	3,31,06.20	3,18,15.28	32,95.93	37,34.12	24,92.75	19,33.02	3,88,94.88	3,74,82.42
Unallocated Corporate Assets							50,36.50	30,38.95
Total Assets	3,31,06.20	3,18,15.28	32,95.93	37,34.12	24,92.75	19,33.02	4,39,31.38	4,05,21.37
Segment Liabilities	25,95.75	21,55.19	7,36.32	6,27.22	8,88.59	4,54.21	42,20.66	32,36.62
Unallocated Corporate Liabilities (Including Deferred tax Liabilities Rs. 21,11.61 (Previous year Rs. 18,44.48) and Borrowings Rs. 1,07,88.53 (Previous year Rs. 1,21,45.37))							1,38,31.95	1,48,32.90
Total Liabilities	25,95.75	21,55.19	7,36.32	6,27.22	8,88.59	4,54.21	1,80,52.61	1,80,69.52
Capital Expenditure	10,97.45	16,20.35	121.46	98.75	37.28	21.15	12,56.19	17,40.25
Unallocated Capital Expenditure							42.00	25.09

Secondary Segment-Geographical by location of customers

Reportable Segments	Domestic		Export		Total	
	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014
Revenue	1,54,73.97	1,45,33.11	1,92,06.28	1,85,48.85	3,46,80.25	3,30,81.96
Carrying amount of Trade Receivables	36,51.62	37,65.39	31,06.63	26,99.19	67,58.25	64,64.58
Finished Goods Stock	9,82.72	7,40.38	12,53.82	10,80.16	22,36.54	18,20.54

Other Information:

The Company has common assets for producing goods for domestic market and overseas market.

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Notes:

- (i) The Company is organised into three main business segments, namely;
 - Chemicals (Including Insoluble Sulphur, Sulphuric Acid and Oleum);
 - Automotive Products
 - Pneumatic Products
 Segments have been identified and reported taking into account, the nature of products, the differing risks and returns, the organisation structure, and the internal financial reporting systems.
- (ii) The segment revenue in the geographical segments considered for disclosure are as follows:
 (a) Revenue within India includes sales to customers located within India and earnings in India.
 (b) Revenue outside India includes sales to customers located outside India and earnings outside India and export incentives/benefits.
- (iii) Segment, Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

30.02 Related Party Disclosures (To the extent Identified by the Company)

1 Name & Relationship of the Related Parties:

- (a) Duncan International (India) Limited : Enterprise over which relative of key management personnel is having significant influence.
- (b) Mr. Arvind Goenka-Managing Director : Key Management Personnel
- (c) Mr. Akshat Goenka-Vice President : Son of Key Management Personnel
- (d) Mr. Shreyans Goenka-Sr. Manager : Son of Key Management Personnel
 (w.e.f. 1st June' 2014)

2 Transactions with Related Parties during the year:

	Particulars	Enterprise		Key Management Personnel		Son of Key Management Personnel		Son of Key Management Personnel	
		Refer 1 (a)		Refer 1 (b)		Refer 1 (c)		Refer 1 (d)	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
(a)	Service charges reimbursed	60.00	1,08.00	-	-	-	-	-	-
(b)	Expenses Recovered (Net)	2.84	1.77	-	-	-	-	-	-
(c)	Remuneration	-	-	143.27	1,21.73	37.06	13.29	13.70	-
(d)	Dividend Paid	78.79	47.48	12.50	7.81	8.00	5.00	8.29	-
(e)	Outstanding as on 31.03.2015								
	Receivable	-	-	-	-	-	-	-	-
	Payable	-	-	48.26	36.67	9.17	1.27	1.62	-

30.03 Earnings per Share (EPS)

	Before Exceptional Items (net of tax expense) For the year ended		After Exceptional Items (net of tax expense) For the year ended	
	31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014
Profit attributable to the Equity Shareholders(A) (Rs. in Lakhs)	48,29.08	37,78.88	48,29.08	40,48.79
Number of Equity Shares (B)	10296062	10296062	10296062	10296062
Nominal value of Equity Shares (Rs.)	10.00	10.00	10.00	10.00
Basic and Diluted Earnings per Share (Rs.)-A/B	46.90	36.70	46.90	39.32

30.04 i) Outstanding Forward Covers in respect of foreign currencies for Hedging.

(Foreign currency and Indian currency in Lakhs)

Currency	Cross Currency	As On 31st March, 2015	As On 31st March, 2014
a) Future Export sales			
USD	INR	54.99	38.00
EURO	USD	36.00	5.00
EURO	INR	12.00	35.00
b) Term Loan			
EURO	INR	-	4.50

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ii) Foreign currency exposure not hedged by a derivative instrument or otherwise: (Rs. in lakhs)

		Payables				Receivables			
Currency	Cross Currency	As On 31st March, 2015		As On 31st March, 2014		As On 31st March, 2015		As On 31st March, 2014	
		Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR	Foreign Currency	INR
USD	INR	32.55	20,37.16	37.17	22,31.86	5.49	3,43.26	11.41	6,85.10
EURO	INR	16.76	11,35.03	10.88	8,98.17	14.06	9,48.91	5.08	4,19.25
GBP	INR	-	-	-	-	0.43	40.08	0.45	45.38

30.05 (a) Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary:

Particulars	As at 31st March 2015				As at 31st March 2014			
	Net Assets i.e. Total Asset less Total Liabilities		Share in Profit / (Loss)		Net Assets i.e. Total Asset less Total Liabilities		Share in Profit / (Loss)	
	As % of Consolidated Net Assets	Amount (in Lakhs)	As % of Consolidated Profit/ (Loss)	Amount (in Lakhs)	As % of Consolidated Net Assets	Amount (in Lakhs)	As % of Consolidated Profit/ (Loss)	Amount (in Lakhs)
Parent								
Oriental Carbon & Chemicals Limited *	88.74	2,29,64.72	113.36	51,31.60	84.33	1,89,32.95	99.76	40,43.91
Subsidiary Company								
Schrader Duncan Limited	11.26	29,14.05	(13.36)	(6,04.86)	15.67	35,18.90	0.24	9.75
Total	100.00	2,58,78.77	100.00	45,26.74	1,00.00	2,24,51.85	1,00.00	40,53.66

*after eliminating investment in subsidiary company

30.05 (b) Statement containing salient features of the financial statement of Subsidiary Company, Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Name of the subsidiary : Schrader Duncan Limited

Particulars	As at 31st March 2015	As at 31st March 2014
Reporting period	1st April 2014 to 31st March 2015	1st April 2013 to 31st March 2014
Reporting currency	INR	INR
Share capital	3,69.60	3,69.60
Reserves & surplus	25,44.45	31,49.30
Total assets	64,82.10	63,41.01
Total Liabilities	35,68.05	28,22.11
Investments	0.80	14.56
Turnover	64,28.00	69,12.40
Profit/ (Loss) before taxation	(7,87.95)	0.96
Provision for taxation	(1,83.10)	(8.78)
Profit/(Loss) after taxation	(6,04.85)	9.74
Proposed Dividend	-	-
Percentage of shareholding	50.01%	50.01%

30.06 Previous year figures have been regrouped to conform current year figures.

In terms of our Report of even date attached.

For and on behalf of the Board of Directors

For SINGHI & CO.
Chartered Accountants
Firm Regn. No. 302049E

ARVIND GOENKA
Managing Director

J.P. GOENKA
Chairman

B.K. SIPANI

Place : New Delhi
Date : 14th May, 2015

Partner
Membership No. 088926

P.K. MAITY
Company Secretary

ANURAG JAIN
Chief Financial Officer

O.P. DUBEY
Director

ATTENDANCE SLIP**ORIENTAL CARBON & CHEMICALS LIMITED**

CIN – L24297WB1978PLC031539

Regd. Off.: 31, Netaji Subhas Road, Kolkata – 700 001

Email: investorfeedback@occlindia.com; Website: www.occlindia.com

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
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No. of Shares	
---------------	--

NAME AND ADDRESS OF SHAREHOLDER

I hereby record my/our presence at 35th Annual General Meeting of the Company on Friday, the 31st July, 2015 at 10.30 a.m. at ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India exchange Place, Kolkata – 700001

* Applicable for investors holding shares in electronic form

Signature of shareholder/Proxy

..... cut here

ORIENTAL CARBON & CHEMICALS LIMITED

CIN – L24297WB1978PLC031539

Regd. Off.: 31, Netaji Subhas Road, Kolkata – 700 001

Email: investorfeedback@occlindia.com; Website: www.occlindia.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		Email Id:	
Registered address:		Folio No./*Client Id:	
		DP Id:	

I/We, being the member(s) of shares of the above named Company hereby appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____

and whose signature (s) are appended below as my / our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Friday, the 31st July, 2015 at 10.30 a.m. at ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India exchange Place, Kolkata – 700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in box below:

Resolutions	For	Against
1. Adoption of Financial Statements for the year ended 31st March, 2015		
2. Approval of Final Dividend and confirm the payment of interim dividend on Equity shares for the year 2014-15		
3. Re-appointment of Mr. J P Goenka who retires by rotation		
4. Ratification of Appointment of Auditors and fixing of their remuneration		
5. Appointment of Mrs. Runa Mukherjee as an Independent Director		
6. Re-appointment of Mr. Akshat Goenka as a Director		
7. Appointment of Mr. Akshat Goenka as Joint Managing Director		
8. Re-appointment of Mr. Arvind Goenka as Managing Director of the Company		
9. Approval of the Remuneration of the Cost Auditor		
10. Special Resolution for change of Article of Association of the Company.		

Signed this day of2015.

.....
Signature of member

.....
Signature of proxy holder(s)

Affix revenue
stamp of not
less than ₹0.15

Notes:

- 1. This form, in order to be effective, should be duly stamped, completed, signed, deposited at the registered office of the Company, not less than 48 hours before the meeting.**
- 2. A proxy need not be a member of the Company.**
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.