



OCCL LIMITED

14th Floor, Tower-B, World Trade Tower, Plot No. C-1, Sector-16, Noida - 201301, UP
Phone : 91-120-4744800 Email : occlnoida@occlindia.com
Website : www.occlindia.com



May 28, 2025

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

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Scrip Symbol/Code: NSE- **OCCLTD** and BSE-**544278**

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year 2024-25.

This is for your information and record.

Thanking you,

Yours faithfully,
For **OCCL LIMITED**

Pranab Kumar Maity
Company Secretary & GM-Legal

Encl: As above.

Registered Office:

Survey No. 141,
Paiki of Mouje, APSEZL,
Mundra, Kachchh,
Gujarat, India, 370421
CIN: L24302GJ2022PLC131360

Plants:

Plot No. 3 & 4 Dharuhera Industrial Estate, Phase – 1
Dharuhera – 123106, Distt. Rewari, (Haryana)

SEZ Division: Survey No. 141, Paiki of Mouje Villag, Mundra, Taluka
Mundra, Mundra SEZ, District Kutch, Gujarat, 370421

**SECRETARIAL COMPLIANCE REPORT OF OCCL LIMITED
FOR THE PERIOD ENDED MARCH 31, 2025**

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

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

- (a) all the documents and records made available to us and explanation provided by **OCCL Limited** (CIN: L24302GJ2022PLC131360) ("the Listed Entity"),
- (b) the filings/ submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the period from October 29, 2024 (the date of Listing of the Company's equity shares on the BSE Limited and the National Stock Exchange of India Limited) to March 31, 2025 ("Review Period"), in respect of compliance with the provisions of :

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

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

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

Contd.2



- (f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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

- I.(a) The specific Regulations mentioned above (d) to (f) were not applicable to the Listed Entity and that the Listed Entity has complied with the provisions of the specific Regulations mentioned above in (a) to (c), (g) and (h) and the circulars/guidelines issued thereunder to the extent applicable to the Listed Entity from October 29, 2024, except in respect of matter specified below :

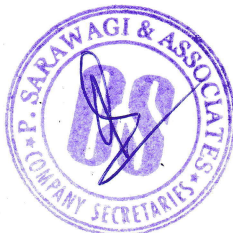
Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by
(1)	(2)	(3)	(4)	(5)
----- None -----				

Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
(6)	(7)	(8)	(9)	(10)	(11)
----- None -----					

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports : Not applicable as this being the 1st Report of the Listed Entity pursuant to Regulation 24A(2) of the SEBI LODR Regulation

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)
(1)	(2)	(3)	(4)
----- Not Applicable -----			

Details of violation / deviations and actions taken / penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
(5)	(6)	(7)
----- Not Applicable -----		



II. We hereby report that, during the review period the compliance status of the Listed Entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	Complied with applicable Secretarial Standards issued by the ICSI and notified by the Central Government.
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Listed Entity • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	Yes Yes	
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed Entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	
4	<u>Disqualification of Directors:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	
5	<u>To examine details related to Subsidiaries of Listed Entity:</u> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries 	NA	The Listed Entity does not have any subsidiary.

Contd.4



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
6	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations.	Yes	
7	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	No	The provisions of the performance evaluation were not applicable to Listed Entity at the start of the financial year. During the review period performance evaluation process was initiated by the Listed Entity.
8	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes NA	Please refer 8(a)
9	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder.	Yes	
10	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Listed Entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	Certain query letters were issued by the BSE and the NSE seeking some clarifications which were replied to by the Listed Entity.
12	<u>Resignation of statutory auditors from the Listed Entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed Entity.	NA	Statutory Auditors of the Listed Entity has not resigned during the review period. The Listed Entity does not have any subsidiary.
13	<u>Disclosure of Employee Benefit Scheme related documents</u> Uploaded the Employee Benefit Scheme documents, with the requisite minimum information disclosed to shareholders, on the website of the Listed Entity after obtaining shareholder approval as required under SEBI SBEB Regulations. The board of directors of the Listed Entity approved the rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the Listed Entity.	NA NA	The Listed Entity has not framed / implemented any Scheme for Share Based Employee Benefits or Sweat Equity.
14	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	

Contd.6



Assumptions & Limitation of Scope and Review :

1. 4,99,50,460 equity shares of Rs.2/- each in the Company were allotted on July 10, 2024 to the shareholders of the Oriental Carbon & Chemicals Limited, pursuant to the Scheme of Arrangement approved by the National Company Law Tribunal, Ahmedabad Bench by its Order dated April 10, 2024 read with Order dated May 27, 2024 of the National Company Law Appellate Tribunal. These shares were listed on the BSE Limited and the National Stock Exchange of India Limited with effect from October 29, 2024.
2. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the Management of the Listed Entity.
3. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
4. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Listed Entity.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI LODR Regulations and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

**For P. SARAWAGI & ASSOCIATES
Company Secretaries**



(Signature)
**(P.K. Sarawagi)
Proprietor**

Membership No. FCS-3381
Certificate of Practice No. : 4882
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381G000418664

Place : Kolkata
Date : May 27, 2025