

9th March, 2023

The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza,
Plot No. – C – 1, G Block,
Bandra – Kurla Complex,
Bandra (East),
Mumbai – 400051

NSE Code – PCBL

The General Manager,
Department of Corporate Services,
BSE Ltd.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

BSE Scrip Code - 506590

Dear Sir,

Sub:- Outcome of Postal Ballot held on 9th March, 2023 - Disclosure of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Ref:- Postal Ballot Notice dated 31st January, 2023

Further to our letter dated 7th February, 2023 with respect to the Postal Ballot Notice dated 31st January, 2023 for seeking approval of the shareholders of the Company with regard to the Special Resolution contained in the Postal Ballot Notice and in accordance with Regulation 44(3) of the SEBI Listing Regulations, we write to inform you that the Company had provided the facility of Postal Ballot and Remote e-Voting to its shareholders as per the Register of Members as on the cut-off date, i.e. Friday, 3rd February, 2023. The Postal Ballot and the Remote e-Voting period was open from Wednesday, 8th February, 2023 at 9:00 A.M. (IST) to Thursday, 9th March, 2023 at 5:00 P.M (IST). Accordingly, remote e-Voting by the shareholders has been carried out through the Postal Ballot and the Remote e-Voting processes. The afore-mentioned Remote e-Voting concluded on Thursday, 9th March, 2023 at 5:00 P.M (IST).

Pursuant to the requirements of Regulation 44(3) of the SEBI Listing Regulations, we enclose herewith the Voting Results in the prescribed format along with the Scrutinizer’s Report dated 9th March, 2023 issued by Mr. Anjan Kumar Roy, Practising Company Secretary (FCS – 5684, CP – 4557) (marked as “**Annexure – A**”). Accordingly, the proposed Resolution has been passed by the Members with requisite majority, through postal ballot by remote e-Voting process.

PCBL Limited

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

Corporate Office: RPSG House, 4th Floor, 2/4 Judges Court Road, Kolkata – 700 027, West Bengal, India

P: +91 33 6625 1443 | **E:** pcbl@rpsg.in | **W:** www.pcbltd.com | **CIN:** L23109WB1960PLC024602

Note: “PCBL Limited” was formerly known as “Phillips Carbon Black Limited”

The results along with the Scrutinizer's Report is also available on the website of the Stock Exchanges where the securities of the Company are listed, namely, National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) at www.nseindia.com and www.bseindia.com , website of the Company at www.pcblltd.com , the website of National Securities Depository Limited (NSDL) (Agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com as well as at the Registered Office of the Company.

Kindly acknowledge the afore-mentioned information and oblige.

Yours faithfully,
For **PCBL LIMITED**

K. Mukherjee
Company Secretary and Chief Legal Officer

Encl: As above

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"Annexure - A"

PCBL Limited - Compliance under Regulation 44(3) of SEBI Listing Regulations

Date of the AGM / EGM	Postal Ballot / Remote E-Voting Period - 8th February, 2023 to 9th March, 2023
Total number of shareholders as on cut-off date, 3rd February, 2023	166442
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A.

Agenda - wise disclosure

Resolution Required : (Ordinary / Special)			1. Special - Appointment of Dr. Sethurathnam Ravi as a Non-Executive Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Promoter and Promoter group have voted in favour of the Resolution (51.41%)					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	194036210	194036210	100.0000	194036210	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		194036210	100.0000	194036210	0	100.0000	0.0000
Public Institutions	E-Voting	60277786	43783317	72.6359	42968303	815014	98.1385	1.8615
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43783317	72.6359	42968303	815014	98.1385	1.8615
Public Non Institutions	E-Voting	123148608	460768	0.3742	449417	11351	97.5365	2.4635
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		460768	0.3742	449417	11351	97.5365	2.4635
Total		377462604	238280295	63.1269	237453930	826365	99.6532	0.3468

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684D003240762

Report of Scrutinizer

Date: 9th March, 2023

To
The Chairman/Managing Director
M/s. PCBL Limited
(Formerly known as Phillips Carbon Black Limited)
31 Netaji Subhas Road
Kolkata- 700001

Sub: Scrutinizer's Report on "Voting through Postal Ballot by Electronic Means" from 8th February, 2023 to 9th March, 2023, pursuant to the Notice of Postal Ballot issued by M/s. PCBL Limited (CIN: L23109WB1960PLC024602) dated 31st January, 2023

Dear Sir,

(A) I, Anjan Kumar Roy (FCS: 5684 and C.P. No.: 4557), Proprietor of M/s. ANJAN KUMAR ROY & CO., Company Secretaries, GR-1, Gouri Bhaban, 28A, Gurupada Halder Road, Kolkata-700026, have been appointed as the Scrutinizer vide a resolution passed at the meeting of the Board of Directors of M/s. **PCBL Limited** (here in after referred as "**the Company**") on 31st January, 2023, pursuant to Sections 108 and 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India, to carry out the scrutiny of votes, in a fair and transparent manner, cast by the members of the Company through Postal Ballot conducted by way of electronic means (here in after referred as "**remote e-voting**") in respect of resolutions as mentioned in paragraph (C) of this report and as also contained in the Notice of Postal Ballot dated 31st January, 2023.

(B) I have conducted the scrutiny of the votes cast by the members of the Company through Postal Ballot conducted by way of electronic means, in respect of the resolutions mentioned below in paragraph (C) of this report pursuant to the provisions of Section 108 and Section 110 of the Companies Act 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration)

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in. Mobile Ph Nos. 9830201949/9831891949.



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Amendment Rules, 2015, and pursuant to the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013 and also read with the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, and 11/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs, Government of India. Accordingly, I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company through E-mail, the Company has completed by 7th February, 2023 the dispatch of the Notice of Postal Ballot dated 31st January, 2023 along with the Statement pursuant to Section 102 of the Companies Act, 2013, to the members of the Company, whose names appeared in the Register of Members/List of Beneficial Owners as on the cut – off date i.e. Friday, 3rd February, 2023. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of Postal Ballot has been placed on the website of the Company.
- ii. The Notice of Postal Ballot dated 31st January, 2023, mentioned *inter alia* that the item of business would be transacted by voting through Postal Ballot by Electronic means, the necessary facilities for Electronic voting process to be provided by the National Securities Depository Limited (here in after referred as “NSDL”).
- iii. I have been shown by the officers of the Company, the advertisement of Notice of Postal Ballot made on Wednesday, 8th February, 2023 in newspapers being “**Business Standard**” (English daily, all editions) and “**Aajkal**” (Bengali daily, Kolkata edition) containing, *inter alia*, the following information:
 - a. Statement to the effect that the voting on resolution proposed for consideration by the shareholders of the Company are to be transacted through Postal Ballot by way of remote e-voting.
 - b. Statement that the period of remote e-voting shall commence on Wednesday, 8th February, 2023 at 09:00 A.M. (IST) and shall end on Thursday, 9th March, 2023 at 5:00 P.M. (IST).
 - c. Statement that the CUT-OFF date for determining eligibility to cast votes was Friday, 3rd February, 2023.
 - d. Statement that the remote e-voting module shall be disabled by NSDL for voting after 5:00 P.M. (IST) on 9th March, 2023.

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- e. Website address of the Company and of the NSDL where Notice of the said postal ballot have been displayed.
- f. Contact details, in case of grievances/queries in respect of the Electronic voting.
- iv. I have received through e-mail the relevant Board resolutions passed by the Board of Directors of corporate shareholders of the respective Companies authorizing person(s) to act and vote pursuant to section 113 of the Companies Act, 2013, on the resolution mentioned in the Notice of Postal Ballot dated 31st January, 2023.
- v. The final data of voting through Postal Ballot by remote e-voting, containing the details of votes cast by remote e-voting mode has been unblocked by me at 5:37 P.M. on 9th March, 2023 from the portal of NSDL: www.evoting.nsdl.com in the presence of the following persons:
- a. Kajol Modi
- b. Indrajit Majumdar
- who are not in the employment of the Company.

(C) That the details of the aforesaid "Voting through Postal Ballot by remote e-voting" are as hereunder:

Item No. 1 Special Business, Special Resolution:

Appointment of Dr. Sethurathnam Ravi as a Non-Executive Independent Director of the Company

i) Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	1077	237453930	99.6532
Total	1077	237453930	99.6532

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ii) Voted in **against** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	46	826365	0.3468
Total	46	826365	0.3468

iii) **Invalid** Votes:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	-	-
Total	-	-

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries


ANJAN KUMAR ROY
FCS 5684
CP 4557



UDIN: F005684D003240762

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic remote e-voting" of M/s. PCBL Limited, pursuant to Notice of Postal Ballot dated 31st January, 2023.