

Date:- 3rd December, 2021

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

(Symbol: PHILPCARB)

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

(Security Code: 506590)

Dear Sir,

Disclosure of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Ref:- Postal Ballot and E-Voting Notice dated 27th October, 2021

Further to our letter dated 2nd November, 2021 with respect to the Postal Ballot and E-Voting Notice dated 27th October, 2021 for seeking approval of the shareholders of the Company with regard to the Resolutions contained in the Postal Ballot and E-voting 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, 29th October, 2021. The Postal Ballot and the Remote e-Voting period was open from Wednesday, 3rd November, 2021 at 9:00 A.M. (IST) to Thursday, 2nd December, 2021 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, 2nd December, 2021 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 2nd December, 2021 issued by Mr. Anjan Kumar Roy, Practising Company Secretary (FCS – 5684, CP – 4557) (marked as “Annexure – A”).

Accordingly, the proposed Resolutions have been passed by the Members with requisite majority, through postal ballot by remote e-Voting process. The results are also available on the website of the Company at www.pcbltd.com, the website of National Securities Depository Limited (NSDL) (Agency for providing the



Phillips Carbon Black Limited
Corporate Office
RPSG House, 2/4 Judges Court Road,
4th Floor, Kolkata - 700 027, India.
T: +91 33 4087 0500/ 0600

Phillips Carbon Black Limited
Registered Office
Duncan House, 31 Netaji Subhas Road, Kolkata - 700001, India
T: +91 33 6625 1461-64. Fax: +91 33 2248 0140/ 2243 6681
E-mail: pcbl@rpsg.in. U: www.pcbltd.com
CIN: L23109WB1960PLCO24602

Remote e-Voting facility) at www.evoting.nsdl.com as well as the Registered Office of the Company. Kindly acknowledge the afore-mentioned information and oblige.

Yours faithfully,

For **PHILLIPS CARBON BLACK LIMITED**


K. Mukherjee
Company Secretary and Chief Legal Officer

Encl: As above

**Phillips Carbon Black Limited
Corporate Office**
RPSG House, 2/4 Judges Court Road,
4th Floor, Kolkata - 700 027, India.
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"Annexure - A"

Phillips Carbon Black Limited - Compliance under Regulation 44(3) of the SEBI Listing Regulation:

Postal Ballot / Remote E-Voting Period - 3rd November, 2021 to 2nd December, 2021

149257

Total number of shareholders as on cut-off date, 29th October, 2021

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

1. Special - Change of Name of the Company from 'Phillips Carbon Black Limited' to 'PCBL Limited' and consequential amendment to the Memorandum of Association and Articles of Association of the Company

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	Remote E-Voting		95978105	100.0000	95978105	0	100.0000	0.0000
	Postal Ballot		95978105	0.0000	0	0	0.0000	0.0000
	Total		95978105	100.0000	95978105	0	100.0000	0.0000
Public Institutions	Remote E-Voting	28488798	18972167	66.5952	18972167	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18972167	66.5952	18972167	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	64264399	1342415	2.0889	1301226	41189	96.9317	3.0683
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1342415	2.0889	1301226	41189	96.9317	3.0683
Total		188731302	116292687	61.6181	116251498	41189	99.9646	0.0354

Promoter and Promoter group have voted in favour of the Resolution (50.85%)

2. Special - Re-appointment of Mr. Kaushik Roy as the Managing Director of the Company

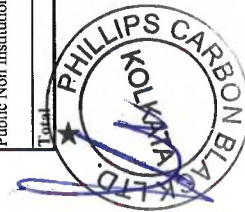
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100
Promoter and Promoter Group	Remote E-Voting		95978105	100.0000	95978105	0	100.0000	0.0000
	Postal Ballot		95978105	0.0000	0	0	0.0000	0.0000
	Total		95978105	100.0000	95978105	0	100.0000	0.0000
Public Institutions	Remote E-Voting	28488798	18972167	66.5952	11104659	7867508	58.5313	41.4687
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18972167	66.5952	11104659	7867508	58.5313	41.4687
Public Non Institutions	Remote E-Voting	64264399	1331066	2.0712	1311348	19718	98.5186	1.4814
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1331066	2.0712	1311348	19718	98.5186	1.4814
Total		188731302	116281338	61.6121	108394112	7887226	93.2171	6.7829

Promoter and Promoter group have voted in favour of the Resolution (50.85%)



Resolution Required : (Ordinary / Special)		3. Ordinary - Appointment of Mr. R.K. Agarwal 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 (50.85%)									
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	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	Remote E-Voting Postal Ballot Total	95978105	95978105	100.0000	95978105	0	100.0000	0.0000	0	0.0000	0.0000
Public Institutions	Remote E-Voting Postal Ballot Total	28488798	18972167	66.5952	18972167	0	100.0000	0.0000	0	0.0000	0.0000
Public Non Institutions	Remote E-Voting Postal Ballot Total	64264399	1330566	2.0705	1308863	21703	98.3689	1.6311	0	0.0000	0.0000
Total		188731302	116280838	61.6118	116259135	21703	99.9813	0.0187			

Resolution Required : (Ordinary / Special)		4. Ordinary - Appointment of Mr. T.C. Suseel Kumar 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 (50.85%)									
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	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	Remote E-Voting Postal Ballot Total	95978105	95978105	100.0000	95978105	0	100.0000	0.0000	0	0.0000	0.0000
Public Institutions	Remote E-Voting Postal Ballot Total	28488798	18972167	66.5952	18839665	132502	99.3016	0.6984	0	0.0000	0.0000
Public Non Institutions	Remote E-Voting Postal Ballot Total	64264399	1330396	2.0702	1308939	21457	98.3872	1.6128	0	0.0000	0.0000
Total		188731302	116280668	61.6118	116126709	21457	98.3872	1.6128			



ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684C001630175

SCRUTINIZER'S REPORT

Date: 2nd December, 2021

To
The Chairman
M/s Phillips Carbon Black Limited
31 Netaji Subhas Road
Kolkata- 700001

Sub: Scrutinizer's Report on "Voting through Postal Ballot by Electronic Means" from 3rd November, 2021 to 2nd December, 2021, pursuant to the Notice of Postal Ballot issued by M/s. Phillips Carbon Black Limited (CIN: L23109WB1960PLC024602) dated 27th October, 2021

Dear Sir,

(A) I have been appointed vide a resolution passed by the Board of Directors of M/s. Phillips Carbon Black Limited (here in after referred as "the Company") at their meeting held on 27th October, 2021, as the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 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 27th October, 2021.

(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) 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

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy 2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.



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General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, and 10/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, and 23rd June, 2021 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 2nd November, 2021 the dispatch of the Notice of Postal Ballot dated 27th October, 2021 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. 29th October, 2021. 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 27th October, 2021, 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, 3rd November, 2021 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 resolutions proposed for consideration by the shareholders of the Company are to be transacted through Postal Ballot by way of electronic means.
 - b. Statement that the period of remote e-voting shall commence on Wednesday, 3rd November, 2021 at 09.00 A.M. (IST) and shall end on Thursday, 2nd December, 2021 at 5.00 P.M. (IST).
 - c. Statement that the CUT-OFF date for determining eligibility to cast votes was 29th October, 2021.
 - d. Statement that the remote e-voting module shall be disabled by NSDL for voting after the aforesaid period.
 - e. Contact details, in case of grievances/queries in respect of the Electronic voting.
- iv. I have received through e-mail the relevant Board resolution passed by the Board of Directors of corporate shareholders of the Company authorizing person(s) to act and vote pursuant to section 113 of the Companies Act, 2013, on the resolutions mentioned in the Notice of Postal Ballot dated 27th October, 2021.

Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.



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- 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 downloaded by me at 5.01 P.M. (IST) on 2nd December, 2021 from the portal of NSDL: www.evoting.nsdl.com, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Electronic voting.

(C) That the details of the aforesaid "Voting through Postal Ballot by Electronic Means" are as hereunder:

Item No. 1 Special Business, Special Resolution:

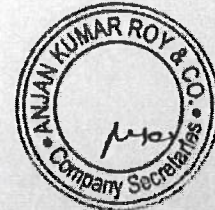
Change of Name of the Company from 'Phillips Carbon Black Limited' to 'PCBL Limited' and consequential amendment to the Memorandum of Association and Articles of Association of the Company

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	800	11,62,51,498	99.9646
Total	800	11,62,51,498	99.9646

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	81	41,189	0.0354
Total	81	41,189	0.0354



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Office Address: GR 1, Gouri Bhaban, 28A Gurupada Halder Road, Kolkata- 700026. E-mail: akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos. 9830201949/9831891949.

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iii) Invalid Votes:

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

Item No. 2 Special Business, Special Resolution:

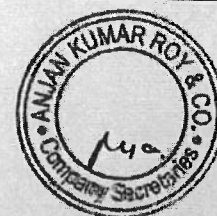
Re-appointment of Mr. Kaushik Roy as the Managing Director of the Company

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	771	10,83,94,112	93.2171
Total	771	10,83,94,112	93.2171

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	102	78,87,226	6.7829
Total	102	78,87,226	6.7829



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UDIN: F005684C001630175

iii) Invalid Votes:

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

Item No. 3 Special Business, Ordinary Resolution:

Appointment of Mr. R K Agarwal 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	821	11,62,59,135	99.9813
Total	821	11,62,59,135	99.9813

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	52	21,703	0.0187
Total	52	21,703	0.0187



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iii) **Invalid Votes:**

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

Item No. 4 Special Business, Ordinary Resolution:

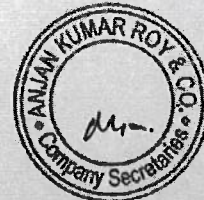
Appointment of Mr. T. C. Suseel Kumar as a Non-Executive Independent Director of the Company

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	819	11,61,26,709	99.8676
Total	819	11,61,26,709	99.8676

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	53	1,53,959	0.1324
Total	53	1,53,959	0.1324



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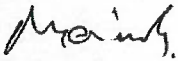
Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684C001630175

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: F005684C001630175

Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic Means" of M/s. Philips Carbon Black Limited, pursuant to Notice of Postal Ballot dated 27th October, 2021.