

28<sup>th</sup> May, 2019

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

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

The Secretary,  
The Calcutta Stock Exchange Ltd,  
7, Lyons Range,  
Kolkata – 700001

Dear Sirs,

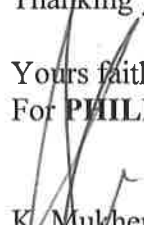
**Sub:- Annual Secretarial Compliance Report**

Pursuant to SEBI Circular No. – CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we enclose herewith the Annual Secretarial Compliance Report of the Company from Messrs. Vinod Kothari & Company, Practising Company Secretaries, for the financial year ended 31<sup>st</sup> March, 2019.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,  
For **PHILLIPS CARBON BLACK LIMITED**

  
K. Mukherjee  
Company Secretary and Chief Legal Officer

**Encl:** As above

# VINOD KOTHARI & COMPANY

Practising Company Secretaries  
1006-1009, Krishna Building, 224 A.J.C. Bose Road  
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: [vinod@vinodkothari.com](mailto:vinod@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

[www.india-financing.com](http://www.india-financing.com)

Unique Code – P1996WB042300

PAN No - AAMFV6726E

Udyog Aadhaar Number – WB10D0000448

GSTIN No. - 19AAMFV6726E1ZR

## Secretarial Compliance Report of Phillips Carbon Black Limited for the year ended March 31, 2019

To,  
Phillips Carbon Black Limited  
Duncan House, 3<sup>rd</sup> Floor  
31, Netaji Subhas Road  
Kolkata- 700001

We, Vinod Kothari & Company, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Phillips Carbon Black Limited (“Company”);
- (b) the filings/ submissions made by the Company to the stock exchanges;
- (c) website of the Company;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (“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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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Mumbai: 403-406, Shreyas Chambers, Fort, Mumbai – 400001, Ph- 022-22614021  
Delhi: A/11 HauzKhas, New Delhi 110016, Ph -011-41315340



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(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) The circulars/ guidelines issued under the aforesaid Regulations.

Based on the above examination, we hereby report that, during the Review Period:

(a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:-

Sr. No	Compliance Requirement  (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
None			

(b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None				

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(d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2019	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
Not applicable considering it is the first year of implementation of this report.				

(Note)

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations- Not applicable.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations- Not applicable

For Vinod Kothari & Company  
Practising Company Secretaries

  
Pammy Jaiswal  
Partner  
Membership No.: A48046  
CP No.: 18059

Place: Kolkata  
Date: 27<sup>th</sup> May, 2019