

Date:- 17<sup>th</sup> June, 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 Sir,


**Sub:- Notice of the 58<sup>th</sup> Annual General Meeting**

We enclose, in terms of Regulation of 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Notice dated 20<sup>th</sup> May, 2019 convening the Fifty-Eighth (58<sup>th</sup>) Annual General Meeting of the Company scheduled to be held on Friday, the 19<sup>th</sup> day of July, 2019 at 10:30 A.M. at 'Dr. R P Goenka Auditorium', International Management Institute, Kolkata, 2/4C, Judges Court Road, Alipore, Kolkata – 700027.

Kindly acknowledge the receipt of the same and oblige.

Thanking you,

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

  
Kaushik Mukherjee  
Company Secretary and Chief Legal Officer

**Encl:** As above



## Phillips Carbon Black Limited

CIN: L23109WB1960PLC024602

Regd. Office: Duncan House, 3rd Floor, 31, Netaji Subhas Road, Kolkata 700 001,

Tel: (033) 6625-1000/1500/1461-64, Fax: 033-2248-0140/2243-6681

E-mail: [pcbl@rp-sg.in](mailto:pcbl@rp-sg.in), Website: [www.pcbltd.com](http://www.pcbltd.com)

### ANNUAL GENERAL MEETING NOTICE TO THE SHAREHOLDERS OF THE COMPANY

Notice is hereby given that the fifty-eighth Annual General Meeting (AGM) of the Members of Phillips Carbon Black Limited will be held at "Dr. R P Goenka Auditorium", International Management Institute, Kolkata, 2/4C Judges Court Road, Alipore, Kolkata - 700027 on Friday, the 19th day of July, 2019 at 10:30 A.M. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 including Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend @ 175%, (i.e. Rs. 3.50/- per equity share) already paid for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Shashwat Goenka (holding DIN 03486121), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

To consider, and if thought fit, to pass with or without modification(s) the following Resolution:

4. (As an Ordinary Resolution):

"Resolved that pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, as amended by the Companies Amendment Act, 2017 (hereinafter referred to as 'the Act') and the rules made thereunder (including any statutory modification(s) or

re-enactment thereof for the time being in force) read with Article 93(1) of the Articles of Association of the Company, Mrs. Preeti Goenka (holding DIN 05199069) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 27th July, 2018 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. (As a Special Resolution):

"Resolved that pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Act read with Schedule IV to the Act and the Rules made thereunder, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018 (hereinafter referred to as the (SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of Members of the Company be and is hereby accorded to the re-appointment of Mrs. Kusum Dadoo (holding DIN 06967827), whose current period of office is expiring on 31st March, 2020, as an Independent Director of the Company, not liable to retire by rotation, for her second term of 5 consecutive years with effect from 1st April, 2020 on the terms and conditions referred to in the explanatory statement of material facts annexed to this Notice.

Resolved further that pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Kusum Dadoo be paid such fees and commission as the Nomination and Remuneration Committee/Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

Resolved further that for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer (s) of the Company."

6. (As an Ordinary Resolution)

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the

ratification of the remuneration of M/s. Shome & Banerjee, Cost Accountants, (Firm Registration No. - 000001), appointed as the Cost Auditors by the Board of Directors of the Company ("the Board") for the financial year ending 31st March, 2020 to conduct cost audits relating to cost records of the Company and that the Cost Auditors be paid a remuneration of Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only) plus applicable taxes.

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."

Registered Office :  
31, Netaji Subhas Road  
Kolkata - 700 001  
CIN: L23109WB1960PLC024602

Place: Kolkata  
Date: 20th May, 2019

By Order of the Board

Kaushik Mukherjee  
Company Secretary  
(Membership No : F5000)

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/Proxies to attend and vote on a poll instead of himself/herself. Such a Proxy/Proxies need not be a member of the Company.**

Pursuant to Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a Member holding more than 10% of the total share capital of the Company carrying voting rights proposes to appoint a proxy, then such member may appoint a single person as proxy, however, such proxy shall not act as a proxy for any other person or member.

The instrument of proxy in order to be effective should, be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of AGM. A Proxy Form is annexed to this Notice. A Proxy Holder shall prove his/her identity at the time of attending the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

3. **The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means.** Instructions and other information relating to E-voting are given in the Notice under Note No. 28.

Members 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 papers.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from the 13th day of July, 2019 to the 19th day of July, 2019 (both days inclusive).
5. An interim dividend @ 175% (i.e. Rs. 3.50/- per equity share on the face value of Rs. 2/- per equity share) was declared at the Meeting of the Board of Directors

of the Company held on 16th January, 2019 to those Members whose names appeared on the Company's Register of Members, or appeared as beneficial owners at the close of business on 29th January, 2019 ('Record Date') and the same was paid on and from 5th February, 2019.

6. Members, Proxies and Authorised Representatives are requested to bring their attendance slips enclosed herewith, duly completed and signed, mentioning therein the details of their DP ID and Client ID / Folio No. to the venue of the AGM. Duplicate attendance slips will not be made available at the venue of the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend as and when declared. The Company or its Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participants of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to write to the Company.
8. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules') the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 18,42,505/- being the unpaid and unclaimed dividend amount pertaining to the Final Dividend for the Financial Year 2010-2011 on 1st October, 2018.
9. The Company has been sending reminders to Members having unpaid / unclaimed dividend before transfer of such dividend(s) to IEPF. Details of the unpaid / unclaimed dividend are also uploaded as per the requirements, under "Investors Relations" section on the Company's website

viz. [www.pcblltd.com](http://www.pcblltd.com). Members, who have not yet encashed their dividend pertaining to the Final Dividend for Financial Year 2011-12 are advised to write to the Company immediately claiming dividends declared by the Company. The Final Dividend for the Financial Year 2011-2012 is due to be transferred to the IEPF Fund immediately after 1st September, 2019. In case valid claim is not received by that date, the Company will also proceed to transfer the respective shares to the Demat Account of the IEPF Authority ('IEPF Account') in terms of the IEPF Rules by following the prescribed procedure.

10. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated IEPF Account within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company transferred 1,59,495 Equity shares of the face value of Rs. 2/- each to the IEPF Account pertaining to the Financial Year 2010-11, on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 2nd November, 2018, after following the prescribed procedure. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares transferred for the Financial Year 2010-11 are uploaded in the "Investors Relations" Section of the website of the Company viz. [www.pcblltd.com](http://www.pcblltd.com).
11. Dividend and corresponding shares, as stated in points 9 and 10 above, once transferred to IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules.

Mr. Kaushik Mukherjee, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.

12. Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH.13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account

Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit PAN and Bank Account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are also required to submit their PAN and Bank Account details to the Registrar and Share Transfer Agent/ Secretarial Department of the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company.

14. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form. With regard to the same, the Company's Registrar and Share Transfer Agent has already sent three reminder letters to the shareholders during the financial year 2018-19, for updating their KYC details and for dematerializing their physical holdings of securities.
15. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A Consolidated share certificate will be returned to such Members after making requisite changes thereon.
16. In case of Joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, immediately of :
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depositories for receiving all communication including Annual Reports, Notices, Circulars etc. from the Company electronically.
19. The route map showing directions to reach the venue of the fifty eighth (58th) AGM is annexed hereto.
20. Electronic copy of the Notice of the 58th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being also sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes. For Members who have not registered their email addresses, physical copies of the Notice of the 58th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
21. Electronic copy of the Annual Report for Financial Year 2018-19 is being sent to all Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for Financial Year 2018-2019 is being sent in the permitted mode.
22. Members may also note that the Notice of the 58th Annual General Meeting, Attendance Slip, Proxy Form and Route Map will be available on the Company's website at [www.pcblltd.com](http://www.pcblltd.com), and also on the website of NSDL at <https://evoting.nsdl.com> for their download. The Annual Report for Financial Year 2018-2019 will be available on the Company's website [www.pcblltd.com](http://www.pcblltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Secretarial Department of the Company's Registered Office in Kolkata for inspection during normal business hours (10.00 am to 6.00 pm) on all working days, up to the date of Annual General Meeting and shall also be available at the venue of the Annual General Meeting of the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, by post free of cost, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id - [pcbll.investor@rp-sg.in](mailto:pcbll.investor@rp-sg.in).
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the AGM.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
25. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting atleast 3 days before the AGM.
26. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
27. At the 56th AGM held on 21st September, 2017, the Members approved the appointment of M/s. S R Batliboi and Co. LLP, as the Statutory Auditors of the Company having Registration No. 301003E/E300005, for an initial term of five consecutive years i.e. from the conclusion of the 56th AGM till the conclusion of the 61st AGM of the Company to be held in the year 2022, subject to the ratification of their appointment by the Members at every AGM of the Company. The requirement to place the matter relating to the

appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 58th AGM.

**28. Instructions and other information relating to e-Voting:**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), Regulation 44 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by ICSI, the Company is pleased to offer its Members facility to exercise their right to vote in respect of the business to be transacted through e-Voting Services at the 58th AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).

The detailed process, instructions and manner for availing e-voting facility is provided herein below:

- a. The E-voting period shall begin on Tuesday, the 16th day of July, 2019 at 9.00 am (IST) and shall end on Thursday, the 18th day of July, 2019 at 5.00 pm (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, the 12th day of July, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- b. For those shareholders opting for e-voting, the process and manner of e-voting will be as follows:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 110737 then user ID is 110737001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



**I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

Mrs. Preeti Goenka was appointed by the Board as an Additional Director of the Company with effect from 27th July, 2018 pursuant to Sections 149, 152, and 161(1) of the Act read with Article 93(1) of the Articles of Association of the Company. Mrs. Preeti 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 Mrs. Preeti Goenka, for the office of the Director of the Company.

Mrs. Preeti Goenka (56 years) completed her schooling from Welhams Girls High School, Dehradun and later studied Interior Designing at South Delhi Polytechnic to secure a diploma.

Married to Mr. Sanjiv Goenka, Mrs. Preeti Goenka has vast experience in art and support creative talents in diverse fields.

A past President of the Ladies Study Group of Indian Chamber of Commerce, Kolkata, currently she is an Executive Committee Member of the Birla Industrial & Technological Museum, Kolkata. Mrs. Preeti Goenka is presently on the Board of Saregama India Limited.

Additional information in respect of Mrs. Preeti Goenka, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2018 - 19 under the Section 'Report on Corporate Governance'. Mrs. Preeti Goenka does not hold by herself or for any other person in any manner, any shares in the Company. Mrs. Preeti Goenka is not related to any other director except Mr. Sanjiv Goenka and Mr. Shashwat Goenka.

Accordingly, the Board recommends the Resolution in relation to appointment of Mrs. Preeti Goenka as a Director, for the approval of the shareholders of the Company by way of an Ordinary Resolution.

Except Mrs. Preeti Goenka, being the appointee and Mr. Sanjiv Goenka and Mr. Shashwat Goenka, being related to Mrs. Preeti Goenka, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution as set out at Item No. 4 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and

Secretarial Standard on General Meetings (SS-2) of ICSI.

**Item No. 5**

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Act 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 Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations, the Board has proposed the reappointment of Mrs. Kusum Dadoo, who was appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2020 for a term up to 31st March, 2025.

Mrs. Kusum Dadoo (66 years) is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company in April, 2015. She is a Member of the Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of the Company. She is also a Member of the Audit Committee of The Standard Batteries Limited, Harrisons Malayalam Limited and Stel Holdings Limited and a Member of the Stakeholders Relationship Committee of Harrisons Malayalam Limited and Stel Holdings Limited.

Mrs. Kusum Dadoo is a Science Graduate from Bethune College and a Law Graduate from Calcutta University. Mrs. Kusum Dadoo has done attorneyship from Calcutta High Court. She is associated with Khaitan & Co. Advocates, one of the leading firms of India, for over 39 years having expertise in Real Estate, Banking and Finance.

Presently, Mrs. Kusum Dadoo is on the Board of Harrisons Malayalam Limited, Bhiwani Vanaspati Limited, GKW limited, The Standard Batteries Limited, STEL Holdings Limited and Dhariwal Infrastructure Limited.

Additional information in respect of Mrs. Kusum Dadoo, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2018 - 19 under the Section 'Report on Corporate Governance'. Mrs. Kusum Dadoo does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is not related to any other Director of the Company. In the opinion of the Board, Mrs. Kusum Dadoo fulfills the conditions specified in the Act and rules made thereunder and Regulation

16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations for her reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for reappointment of Mrs. Kusum Dadoo as an Independent Director of the Company 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.

Mrs. Kusum Dadoo has given a declaration to this effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Kusum Dadoo as an Independent Director. Accordingly, the Board recommends the resolution in relation to the reappointment of Mrs. Kusum Dadoo as an Independent Director, for the approval of the shareholders of the Company by way of Special Resolution.

Except Mrs. Kusum Dadoo, being the appointee and her relatives, 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 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

#### **Item No. 6**

The Board of Directors, on the recommendation of the Audit Committee, has approved at their Meeting held on 20th May, 2019, the appointment and remuneration of M/s. Shome & Banerjee, Cost Accountants, the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020 at a remuneration of Rs. 4,50,000/- (Rupees four lacs fifty thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

None of the Directors, Key Managerial Personnel, and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends the passing of the Resolution as set out under Item No. 6 of the Notice for approval by the members of the Company.

## **II. DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS 2 (SS - 2) BY ICSI:**

### **(I) RE-APPOINTMENT OF MR. SHASHWAT GOENKA (ITEM NO.3)**

Mr. Shashwat Goenka (29 years) has joined the Board of Directors of Phillips Carbon Black Limited w.e.f 1st September, 2014. He is a Member of the Corporate Social Responsibility Committee of the Company.

He has graduated from The Wharton School, University of Pennsylvania with a Bachelor of Science in Economics, specializing in Finance, Marketing and Management. He has worked with companies like Nestle India Limited and KPMG India. Presently he is on the Board of Firstsource Solutions Limited, Spencer's Retail Limited, CESC Ventures Limited, Spencer's International Hotels Limited and Retailers Association of India.

Mr. Shashwat Goenka is the Chairman of the Corporate Social Responsibility (CSR) Committee and Strategy Committee of Firstsource Solutions Limited, Chairman of CSR Committee of Spencer's Retail Limited and CESC Ventures Limited and Chairman of the Stakeholders' Relationship Committee of Spencer's Retail Limited. He is also a Member of the Audit Committee of Spencer's Retail Limited and a Member of the Stakeholders' Relationship Committee of CESC Ventures Limited.

Additional information in respect of Mr. Shashwat Goenka, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2018 - 19 under the Section 'Report on Corporate Governance'. Mr. Shashwat Goenka does not hold by himself or for any other person in any manner,

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 at telephone no. 022-24994360/022 24994545 or at e-mail id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

You can also 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).

3. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, the 12th day of July, 2019.
4. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Friday, the 12th day of July, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

5. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

6. Pursuant to the provisions of Section 108 of the Act read with the rules thereof, Mr. Anjan Kumar Roy, Practicing Company Secretary, (Membership No. FCS 5684) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Papers" for all those Members who are present at the AGM but have not cast their votes by availing the mode of Remote E-voting facility.
8. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.pcblltd.com](http://www.pcblltd.com) and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company and shall be forwarded to the National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange Limited.

29. For convenience of the Members and proper conduct of the Meeting, entry to the Meeting venue will be regulated by the Attendance Slip, which is enclosed with this Notice. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
30. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
31. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days, up to and including the date of Annual General Meeting of the Company.
32. It is hereby informed that the Members of the Company shall be allowed to enter the venue of the AGM only on or after 10:00 A.M.

Registered Office :  
31, Netaji Subhas Road  
Kolkata - 700 001  
CIN: L23109WB1960PLC024602

Place: Kolkata  
Date: 20th May, 2019

By Order of the Board

Kaushik Mukherjee  
Company Secretary  
(Membership No : F5000)

any shares in the Company. Mr. Shashwat Goenka is not related to any other director except for Mr. Sanjiv Goenka and Mrs. Preeti Goenka.

The Board recommends the Resolution in relation to re-appointment of Mr. Shashwat Goenka as a Director, for the approval by the Members of the Company.

Except Mr. Shashwat Goenka being an appointee, and Mr. Sanjiv Goenka and Mrs. Preeti Goenka, being related to Mr. Shashwat Goenka, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No.3 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

**(II) APPOINTMENT OF MRS. PREETI GOENKA AS DIRECTOR (ITEM NO. 4)**

For the details of Mrs. Preeti Goenka, please refer to the above explanatory statement in respect of the Special Business set out at Item No. 4 of the Notice of Annual

General Meeting pursuant to Section 102 of the Act.

**(III) RE-APPOINTMENT OF MRS. KUSUM DADOO AS INDEPENDENT DIRECTOR (ITEM NO. 5)**

For the details of Mrs. Kusum Dadoo, please refer to the above explanatory statement in respect of the Special Business set out at Item No. 5 of the Notice of Annual General Meeting pursuant to Section 102 of the Act.

Registered Office :

31, Netaji Subhas Road

Kolkata - 700 001

CIN: L23109WB1960PLC024602

Place: Kolkata

Date: 20th May, 2019

By Order of the Board

Kaushik Mukherjee

Company Secretary

(Membership No : F5000)

## Route Map to PCBL AGM Venue

