

04th May, 2022

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.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

NSE Code: - PCBL

BSE Code: - 506590

Sub: Submission of Half Yearly Disclosure on Related Party Transactions pursuant to Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015

Dear Sir/Madam,

In compliance with Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015(as amended), please find enclosed herewith the disclosure of Related Party Transactions of the Company for the half year ended March 31, 2022.

This is for your information and records.

Thanking you,

Yours faithfully,
For **PCBL LIMITED**


K Mukherjee
Company Secretary and Chief Legal Officer

Encl: As Above

PCBL Limited

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

Corporate Office: RPSC 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.pcbltld.com | **CIN:** L23109WB1960PLCO24602

Note: "PCBL Limited" was formerly known as "Phillips Carbon Black Limited"

Notes to Standalone Ind AS Financial Statements

as at and for the year ended 31 March, 2022

(All amounts in ₹ Crores, unless otherwise stated)

NOTE 28: RELATED PARTY TRANSACTIONS

(a) Parent- under de facto control

| Name | Type | Place of Incorporation | As at 31 March, 2022 | As at 31 March, 2021 |
|-----------------------------|---|------------------------|----------------------|----------------------|
| Rainbow Investments Limited | Parent- under de facto control as defined in Ind AS -110 ("Parent") | India | 45.84% | 50.20% |

(b) Subsidiaries

The Company has following subsidiary and step down subsidiary companies:-

| Name | Type | Place of Incorporation | As at 31 March, 2022 | As at 31 March, 2021 |
|---|---|------------------------|----------------------|----------------------|
| Phillips Carbon Black Cyprus Holdings Limited | Wholly Owned Subsidiary | Cyprus | 100% | 100% |
| Phillips Carbon Black Vietnam Joint Stock Company | Subsidiary Company of Phillips Carbon Black Cyprus Holdings Limited | Vietnam | 80% | 80% |
| PCBL (TN) Limited* | Wholly Owned Subsidiary | India | 100% | 100% |

*incorporate with effect from 29 September, 2020

(c) Key management personnel of the Company and the Parent- under de facto control with whom transactions have taken place during the year

| Name | Relationship |
|--|--|
| i) Sanjiv Goenka | Chairman and Non Executive Director |
| ii) Shashwat Goenka | Non Executive Director |
| iii) Preeti Goenka | Non Executive Director |
| iv) Kaushik Roy | Managing Director |
| v) O P Malhotra (Refer Note below) | Non Executive Independent Director |
| vi) K S B Sanyal (Refer Note below) | Non Executive Independent Director |
| vii) Paras K Chowdhary | Non Executive Independent Director |
| viii) Pradip Roy | Non Executive Independent Director |
| ix) Kusum Dadoo (Resigned with effect from 4 February, 2021) | Non Executive Independent Director |
| x) Rusha Mitra (Appointed with effect from 8 April, 2021) | Non Executive Independent Director |
| xi) Ram Krishna Agarwal (Appointed with effect from 26 July, 2021) | Non Executive Independent Director |
| xii) T.C.Suseel Kumar (Appointed with effect from 27 October, 2021) | Non Executive Independent Director |
| xiii) K Jairaj (Appointed with effect from 8 March, 2022) | Non Executive Independent Director |
| xiv) Raj Kumar Gupta | Chief Financial Officer and holding Directorship in subsidiary Company (w.e.f. 29 September, 2020) |
| xv) Kaushik Mukherjee | Company Secretary and holding Directorship in subsidiary Company (w.e.f. 29 September, 2020) |
| xvi) Sunil Bhandari | Employee holding Directorship in "Parent" |
| xvii) Subhrangsu Chakraborty (Resigned with effect from 3 January, 2022) | Person holding Directorship in "Parent" |
| xviii) Yugesh Kanoria | Person holding Directorship in "Parent" |

Note:

O P Malhotra and K S B Sanyal have retired as Non Executive Independent Directors with effect from 29 July, 2021 upon completion of their term.

Notes to Standalone Ind AS Financial Statements

as at and for the year ended 31 March, 2022

(All amounts in ₹ Crores, unless otherwise stated)

(d) Others with whom transactions have taken place during the year

| Name | Relationship |
|--|---|
| RPG Power Trading Company Limited | Company under common control |
| Trade Apartments Limited | Company under common control |
| Dynamic Success Projects Private Limited | Company under common control |
| CESC Limited | Company under common control |
| RPSG Ventures Limited (Erstwhile: CESC Ventures Limited) | Company under common control |
| Spencer's Retail Limited | Company under common control |
| Guiltfree Industries Limited | Company under common control |
| RPSG Resources Private Limited (Erstwhile: Accurate Commodial Pvt. Limited) | Company under common control |
| Crescent Power Limited | Company under common control |
| Alipore Towers Pvt Ltd | Company under common control |
| Quest Capital Markets Limited (Erstwhile: BNK Capital Markets Limited) | Company under common control |
| Off-Shore India Ltd | Company under common control |
| Brabourne Investments Ltd | Company under common control |
| Eastern Aviation & Industries Pvt Ltd | Company under common control |
| Lebnitze Real Estates Private Limited | Company under common control |
| Woodlands Multispeciality Hospital Limited | Company under common control |
| Duncan Brothers & Co. Ltd | Associate of "Parent" |
| Harrison Malayalam Limited | Company under common control |
| STEL Holdings Limited | Company under common control |
| Duncan Agency Senior Staff Superannuation Fund No. 3 (Superannuation Fund) | Post Employment Benefit Plan of the Company (Other related parties) |
| Phillips Carbon Black Limited Employees' Gratuity Fund (Gratuity Fund) | Post Employment Benefit Plan of the Company (Other related parties) |

Notes to Standalone Ind AS Financial Statements

as at and for the year ended 31 March, 2022

(e) Details of transaction between the Company and related parties and outstanding balances

(All amounts in ₹ Crores, unless otherwise stated)

| Sl. No. | Nature of Transactions | Parent- under de facto control as defined in Ind AS -110, Company under Common Control and Subsidiaries | | Associates of Parent- under de facto control as defined in Ind AS-110 | | Key Management Personnel of the Company, Parent- under de facto control as defined in Ind AS-110 | | Other Related Parties | | Total | |
|-----------|--|---|---------------------------|---|---------------------------|--|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | | Year ended 31 March, 2022 | Year ended 31 March, 2021 | Year ended 31 March, 2022 | Year ended 31 March, 2021 | Year ended 31 March, 2022 | Year ended 31 March, 2021 | Year ended 31 March, 2022 | Year ended 31 March, 2021 | Year ended 31 March, 2022 | Year ended 31 March, 2021 |
| A. | Transactions | | | | | | | | | | |
| 1 | Dividend paid on Equity Shares | 91.64 | 60.88 | - | - | - | - | - | - | 91.64 | 60.88 |
| 2 | Dividend received on Equity Shares | 7.59 | 7.59 | - | - | - | - | - | - | 7.59 | 7.59 |
| 3 | Transfer of Leasehold Land | - | 25.18 | - | - | - | - | - | - | - | 25.18 |
| 4 | Investment in Equity Shares | 7.00 | 3.37 | - | - | - | - | - | - | 7.00 | 3.37 |
| 5 | Investment in Preference Shares | 194.00 | - | - | - | - | - | - | - | 194.00 | - |
| 6 | Dividend Income-Preference Shares | 0.14 | - | - | - | - | - | - | - | 0.14 | - |
| 7 | Security Deposit paid | 0.36 | 30.00 | - | - | - | - | - | - | 0.36 | 30.00 |
| 8 | Security Deposit Refund | 2.00 | - | - | - | - | - | - | - | 2.00 | - |
| 9 | Accommodation Charges paid | 0.02 | - | 0.02 | 0.03 | - | - | - | - | 0.04 | 0.03 |
| 10 | Accommodation Charges recovered | 0.04 | 0.08 | - | - | - | - | - | - | 0.04 | 0.08 |
| 11 | Reimbursement of expenses paid | 3.28 | 0.76 | - | - | - | - | - | - | 3.28 | 0.76 |
| 12 | Reimbursement of expenses received | 14.65 | 8.14 | - | - | - | - | - | - | 14.65 | 8.14 |
| 13 | Electricity charges paid | 0.03 | 0.03 | - | - | - | - | - | - | 0.03 | 0.03 |
| 14 | Rent & Flat Maintenance Paid | 1.08 | 0.40 | - | - | - | - | - | - | 1.08 | 0.40 |
| 15 | Purchases of vaccines | 0.51 | - | - | - | - | - | - | - | 0.51 | - |
| 16 | Power Selling expenses paid | 1.73 | 1.37 | - | - | - | - | - | - | 1.73 | 1.37 |
| 17 | Sale of Power | 77.65 | 53.03 | - | - | - | - | - | - | 77.65 | 53.03 |
| 18 | Advances given | - | 0.50 | - | - | - | - | 0.03 | - | 0.03 | 0.50 |
| 19 | Advances recovered | - | - | - | - | - | - | 0.03 | - | - | - |
| 20 | Licence Fees | 16.00 | 16.00 | - | - | - | - | - | - | 16.00 | 16.00 |
| 21 | Contributions paid | - | - | - | - | - | - | 1.05 | 3.53 | 1.05 | 3.53 |
| 22 | Remuneration to Key Management Personnel | - | - | - | - | 17.71 | 14.82 | - | - | 17.71 | 14.82 |
| 23 | Post-employment benefits to Key Management Personnel | - | - | 0.66 | 0.46 | - | - | - | - | 0.66 | 0.46 |
| 24 | Other long-term benefit to Key Management Personnel | - | - | 0.15 | 0.11 | - | - | - | - | 0.15 | 0.11 |
| 25 | Director's Sitting Fees | - | - | 0.55 | 0.42 | - | - | - | - | 0.55 | 0.42 |
| 26 | Director's Commission | - | - | 17.47 | 11.64 | - | - | - | - | 17.47 | 11.64 |
| 27 | Loan repaid by Key Management Personnel | - | - | 0.06 | 0.04 | - | - | - | - | 0.06 | 0.04 |
| B. | Closing Balances | | | | | | | | | | |
| 1 | Receivables | 52.70 | 79.61 | - | - | 0.02 | 0.08 | - | - | 52.72 | 79.69 |
| 2 | Payables | 1.02 | 0.03 | - | - | - | - | - | - | 1.02 | 0.03 |
| 3 | Investments | 456.83 | 197.80 | - | - | - | - | - | - | 456.83 | 197.80 |

(f) Terms and Conditions

All transactions were made on normal commercial terms and conditions.

All outstanding balances are unsecured and are repayable in cash.