

Date:- 26th June, 2020

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

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

Dear Sir,

Sub:- Submission of Annual Secretarial Compliance Report

Pursuant to SEBI Circular No. – CIR/CFD/CMD1/27/2019 dated 8th 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 31st March, 2020.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For **PHILLIPS CARBON BLACK LIMITED**


K. Mukherjee
Company Secretary & 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 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
GSTIN No.-19AAMFV672E1ZR
PAN No - AAMFV6726E
Udyog Aadhaar Number – WB10D0000448

Secretarial Compliance Report of Phillips Carbon Black Limited for the financial year ended 31st March, 2020

[Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019]

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

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

for the year ended 31st March, 2020 (“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;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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

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

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

(b) The Listed Entity 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 Listed Entity/ 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 Practising Company Secretary, if any.
None				

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

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Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
None				

(e) The Listed Entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its statutory auditors vide Amendment Letter dated 24th December, 2019, to the Engagement Letter from the statutory auditor for the financial year ending 31st March, 2020.

Place: Kolkata
Date: 25th June, 2020

For Vinod Kothari and Company
Practicing Company Secretaries

PAMMY
JAISWAL

Digitally signed by
PAMMY JAISWAL
Date: 2020.06.25
23:02:36 +05'30'

Pammy Jaiswal
ACS No.: A48046
C P No.: 18059
UDIN: A048046B000383293