

1st March, 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 Scrip 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 20th January, 2022

Further to our letter dated 27th January, 2022 with respect to the Postal Ballot and E-Voting Notice dated 20th January, 2022 for seeking approval of the shareholders of the Company with regard to the Special 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, 21st January, 2022. The Postal Ballot and the Remote e-Voting period was open from Friday, 28th January, 2022 at 9:00 A.M. (IST) to Saturday, 26th February, 2022 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 Saturday, 26th February, 2022 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 26th February, 2022 issued by Mr. Anjan



PCBL Limited

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

Corporate Office: RPSG 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.pcbltd.com | **CIN:** L23109WB1960PLCO24602

Note: “PCBL Limited” was formerly known as “Phillips Carbon Black Limited”

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.pcblltd.com, the website of National Securities Depository Limited (NSDL) (Agency for providing the 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 **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: RPSG House, 4th Floor, 2/4 Judges Court Road, Kolkata - 700 027, West Bengal, India

P: +91 33 6625 1443 | **E:** pcb@rpsg.in | **W:** www.pcblltd.com | **CIN:** L23109WB1960PLCO24602

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

"Annexure - A"

PCBL Limited - Compliance under Regulation 44(3) of the SEBI Listing Regulations

Postal Ballot / Remote E-Voting Period - 28th January, 2022 to 26th February, 2022

Date of the AGM / EGM

152169

Total number of shareholders as on cut-off date, 21st January, 2022

**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:

N.A.

Promoters and Promoter Group:

Public:

Agenda - wise disclosure

Resolution Required : (Ordinary / Special)

1. Special - Alteration of Memorandum of Association and Articles of Association

Whether promoter/ promoter group are interested in the agenda/resolution?

Promoter and Promoter group have voted in favour of the Resolution (51.38%)

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3] = $\frac{[2]}{[1]} * 100$	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled [6] = $\frac{[4]}{[2]} * 100$	% of Votes against on votes polled [7] = $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	Remote E-Voting		96978105	100.0000	96978105	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		96978105	100.0000	96978105	0	100.0000	0.0000
Public Institutions	Remote E-Voting	29025289	19529189	67.2834	18594158	935031	95.2121	4.7879
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		29025289	67.2834	18594158	935031	95.2121	4.7879
Public Non Institutions	Remote E-Voting	62727908	275240	0.4388	264153	11087	95.9719	4.0281
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		62727908	0.4388	264153	11087	95.9719	4.0281
Total		188731302	116782534	61.8777	115836416	946118	99.1898	0.8102

**CERTIFIED TRUE COPY
PCBL LIMITED**

SECRETARY

Resolution Required : (Ordinary / Special)		2. Special - Appointment of Mr. K Jairaj 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 (51.38%)						
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	96978105	96978105	100.0000	96978105	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		96978105	100.0000	96978105	0	100.0000	0.0000
Public Institutions	Remote E-Voting	29025289	19529189	67.2834	19504225	24964	99.8722	0.1278
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19529189	67.2834	19504225	24964	99.8722	0.1278
Public Non Institutions	Remote E-Voting		275092	0.4385	267593	7499	97.2740	2.7260
	Postal Ballot	62727908	0	0.0000	0	0	0.0000	0.0000
	Total		275092	0.4385	267593	7499	97.2740	2.7260
Total		188731302	116782386	61.8776	116749923	32463	99.9722	0.0278

CERTIFIED TRUE COPY
PCBL LIMITED

SECRETARY

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684C002729350

SCRUTINIZER'S REPORT

Date: 26th February, 2022

To
The Chairman
M/s. PCBL Limited
(Formerly known as Phillips Carbon Black Limited)
31 Netaji Subhas Road
Kolkata- 700001

Sub: Scrutinizer's Report on "Voting through Postal Ballot by Electronic Means" from 28th January, 2022 to 26th February, 2022, pursuant to the Notice of Postal Ballot issued by M/s. PCBL Limited (CIN: L23109WB1960PLC024602) dated 20th January, 2022

Dear Sir,

(A) I have been appointed vide a resolution passed by the Board of Directors of **M/s. PCBL Limited** (here in after referred as "**the Company**") at their meeting held on 20th January, 2022, as the Scrutinizer, pursuant to Sections 108 and 110 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 20th January, 2022.

(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

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.

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684C002729350

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 General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, and 20/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, and 8th December, 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 27th January, 2022 the dispatch of the Notice of Postal Ballot dated 20th January, 2022 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. 21st January, 2022. 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 20th January, 2022, 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 Saturday, 29th January, 2022 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 Friday, 28th January, 2022 at 09:00 A.M. (IST) and shall end on Saturday, 26th February, 2022 at 5:00 P.M. (IST).
 - c. Statement that the CUT-OFF date for determining eligibility to cast votes was Friday, 21st January, 2022.
 - d. Statement that the remote e-voting module shall be disabled by NSDL for voting after 5:00 P.M. (IST) on 26th February, 2022.
 - e. Contact details, in case of grievances/queries in respect of the Electronic voting.

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684C002729350

- 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 20th January, 2022.
- 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 5:18 P.M. (IST) on 26th February, 2022 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:

Alteration of Memorandum of Association and Articles of Association

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	830	11,58,36,416	99.1898
Total	830	11,58,36,416	99.1898

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	55	9,46,118	0.8102
Total	55	9,46,118	0.8102

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684C002729350

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:

Appointment of Mr. K Jairaj 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	829	11,67,49,923	99.9722
Total	829	11,67,49,923	99.9722

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	54	32,463	0.0278
Total	54	32,463	0.0278

ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

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

UDIN: F005684C002729350

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

Digitally signed by
Anjan Kumar Roy
Date: 2022.02.26
18:06:39 +05'30'

ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684C002729350

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic Means" of M/s. PCBL Limited, pursuant to Notice of Postal Ballot dated 20th January, 2022.