



RP-Sanjiv Goenka
Group
Growing Legacies



Phillips Carbon Black Limited

SH/SECT/KM

09.07.2014

The Secretary
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotanda Building
P. J. Towers
Dalal Street
Fort, Mumbai – 400001.

Dear Sir,

Sub: Disclosures under Regulation 29(1) & 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Enclosed please find the Disclosures dated 9th July, 2014 received by us under Regulations 29(1) & 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your record pl.

Kindly acknowledge receipt of the same.

Yours faithfully,
For PHILLIPS CARBON BLACK LTD.

K. Mukherjee
(Company Secretary)

RAINBOW INVESTMENTS LIMITED

Registered Office : DUNCAN HOUSE, 31, Netaji Subhas Road, Kolkata 700 001

PHONE : (033) 6625-1000 / 1500, (033) 2230-8515 / 9281 TELEFAX : (033) 2230-6844 / 2248-0140

E-mail : arun.mukherjee@rp-sg.in

CIN : U65993WB1988PLC171011

9th July 2014

The Secretary,
Phillips Carbon Black Limited
31 Netaji Subas Road
Kolkata 700 001


Dear Sir,

Sub: Disclosure under regulation 29(1) & 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 – Target Company - Phillips Carbon Black Limited

With reference to the above subject, enclosed please find herewith necessary disclosure as per the Regulations in the prescribed format towards acquisition of Equity Shares of Phillips Carbon Black Limited, which is self explanatory.

Thanking you


Yours faithfully
For Rainbow Investments Limited



Director/Authorised Signatory

Encl ; as above

RECEIVED COPY
PHILLIPS CARBON BLACK LTD.



SECRETARY

ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (TC)	PHILLIPS CARBON BLACK LIMITED		
Name(s) of the acquirer/seller and Persons Acting in Concert (PAC) with the acquirer	Rainbow Investments Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange, Bombay Stock Exchange, Calcutta Stock Exchange		
Details of the acquisition / disposal/ holding of shares / voting rights/ holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/sale under consideration, holding of :</u>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Voting rights (VR) otherwise than by equity shares			
c) Warrants/convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
d) Total (a+b+c)	Nil	Nil	Nil
<u>Details of acquisition / Sale</u>			
a) Shares carrying voting rights acquired/sold	18336074	53.20	53.20
b) VRs acquired / sold otherwise than by equity shares			

<p>c) Warrants/convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired / sold</p>	<p>18338074</p>	<p>53.20*</p>	<p>53.20</p>
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SECRETARY

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<p>After the acquisition / sale holding of:</p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by equity shares</p> <p>c) Warrants/convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p> <p>d) Total (a+b+c)</p>	<p>18336074</p> <p>18336074</p>	<p>53.20</p> <p>53.20</p>	<p>53.20</p> <p>53.20</p>
<p>Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)</p>	<p>By a Scheme of Arrangement under Section 394 of the Companies Act 1956, approved by the Hon'ble Calcutta High Court vide their Order dated 15th May, 2014 (Effective date 08.07.2014)</p>		
<p>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.</p>	<p>NA</p>		
<p>Date of acquisition / sale of shares / VR or date of receipt of intimation of the allotment of shares, whichever is applicable.</p>	<p>08.07.2014 (The Effective date of the Scheme of Arrangement)</p>		
<p>Equity share capital / total voting capital of the TC before the said acquisition / sale</p>	<p>34467572 (Equity Shares of Rs.10/- each fully paid up)</p>		
<p>Equity share capital/ total voting capital of the TC after the said acquisition / sale</p>	<p>34467572 (Equity Shares of Rs.10/- each fully paid up)</p>		
<p>Total diluted share/voting capital of the</p>			

FOR RAINBOW INVESTMENTS LIMITED



DIRECTOR / AUTHORISED SIGNATORY

Place: Kolkata

Date: 9th July, 2014

Note:

By a Scheme of Arrangement pursuant to Section 394 of the Companies Act, as approved by the Hon'ble Calcutta High Court vide their Order dated 15th May, 2014 shares / Voting rights of the following Promoter Companies have been transferred to another Promoter Group Company Rainbow Investments Limited.

Note:

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.


Rajesh Chandra
Rainbow Investments Limited

FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (TC)	PHILLIPS CARBON BLACK LIMITED		
Name(s) of the acquirer/seller and Persons Acting in Concert (PAC) with the acquirer	Rainbow Investments Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange, Bombay Stock Exchange, Calcutta Stock Exchange		
Details of the acquisition / disposal/ holding of shares / voting rights/ holding of the Acquirer and PAC	Number	%w.r.t total share/voting capital wherever applicable	%w.r.t total diluted share/voting capital of the TC (*)
<u>Before the acquisition/sale under consideration, holding of :</u>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Voting rights (VR) otherwise than by equity shares			
c) Warrants/convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
d) Total (a+b+c)	Nil	Nil	Nil
<u>Details of acquisition / Sale</u>			
a) Shares carrying voting rights acquired/sold	18336074	53.20	53.20
b) VRs acquired / sold otherwise than by equity shares			

<p>c) Warrants/convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired / sold</p>	<p>18336074</p>	<p>53.20</p>	<p>53.20</p>
<p>d) Total (a+b+c)</p>			

SECRETARY OF ARSON BURN LTD.

SECRETARY

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After the acquisition / sale holding of:			
a) Shares carrying voting rights	18336074	53.20	53.20
b) VRs otherwise than by equity shares			
c) Warrants/convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
d) Total (a+b+c)	18336074	53.20	53.20
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	By a Scheme of Arrangement under Section 394 of the Companies Act 1956, approved by the Hon'ble Calcutta High Court vide their Order dated 15 th May, 2014 (Effective date 08.07.2014)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of the allotment of shares, whichever is applicable.	08.07.2014 (The Effective date of the Scheme of Arrangement)		
Equity share capital / total voting capital of the TC before the said acquisition / sale	34467572 (Equity Shares of Rs.10/- each fully paid up)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	34467572 (Equity Shares of Rs.10/- each fully paid up)		
Total diluted share/voting capital of the TC after the said acquisition	34467572 (Equity Shares of Rs.10/- each fully paid up)		

Note:

By a Scheme of Arrangement pursuant to Section 394 of the Companies Act, as approved by the Hon'ble Calcutta High Court vide their Order dated 15th May, 2014.

transferred to another Promoter Group Company Rainbow Investments Limited.

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Rainbow Investments Limited

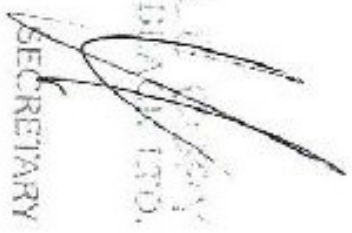


Director

Kolkata

09.07.2014

SECRETARY
RAINBOW INVESTMENTS LIMITED


SECRETARY