



RP-Sanjiv Goenka  
Group  
Growing Legacies



Phillips Carbon

SH/SECT/KM

11.07.2014

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

Dear Sir,

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

Enclosed please find the Disclosure dated 10<sup>th</sup> July, 2014 received by us from Off-Shore India Limited under Regulations 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)

# OFF-SHORE INDIA LIMITED

REGISTERED OFFICE :  
DUNCAN HOUSE  
31, NETAJI SUBHAS ROAD  
KOLKATA 700 001

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CIN : U51398WB1976PLC030693

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

July 10, 2014

**The Company Secretary**  
Phillips Carbon Black Limited  
31, Netaji Subhas Road  
Kolkata - 700001

Dear Sir,

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

With reference to the above subject, enclosed please find FORM 29(2) duly filled in respect of transfer of 2699655 shares of Phillips Carbon Black Limited to M/s Rainbow Investments Limited as per 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 15<sup>th</sup> May, 2014.

The above Form is submitted for your information please.

Thanking you,

Yours faithfully,  
For Off-Shore India Ltd.



Director / Authorised Signatory

Encl: As stated above

CERTIFIED TRUE COPY  
PHILLIPS CARBON BLACK LTD.



SECRETARY

**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	Off-Shore India 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	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable</b>	<b>% w.r.t. total diluted share/voting capital of the TC (*)</b>
<u>Before the sale under consideration, holding of :</u>			
a) Shares carrying voting rights	2699655	7.83	7.83
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)			
<b>d) Total (a+b+c)</b>	<b>2699655</b>	<b>7.83</b>	<b>7.83</b>
<u>Details of Sale</u>			
a) Shares carrying voting rights acquired/sold	2699655	7.83	7.83
b) VRs acquired / sold 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) acquired / sold			
<b>d) Total (a+b+c)</b>	<b>2699655</b>	<b>7.83</b>	<b>7.83</b>

<p><u>After sale holding of:</u></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) <b>Total (a+b+c)</b></p>	<p style="text-align: center;">Nil</p>	<p style="text-align: center;">Nil</p>	<p style="text-align: center;">Nil</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 15<sup>th</sup> May, 2014 (Effective date 08.07.2014) under which the Company has been amalgamated with M/s. Rainbow Investments Limited. Accordingly shares /Voting rights have been transferred to Rainbow Investments Limited</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 TC after the said acquisition</p>	<p>34467572 ( Equity Shares of Rs.10/- each fully paid up)</p>		

(\*) 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 Off-Shore India Limited**