

SH/SECT/KM

3<sup>rd</sup> August, 2015

The Secretary,  
Bombay Stock Exchange Limited  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P. J. Towers,  
Dalal Street,  
Fort, Mumbai – 400 001

Dear Sir,

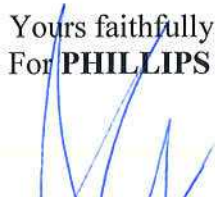
**Sub:- Compliance of Clause 35A of the Listing Agreement relating to the 54<sup>th</sup> Annual General Meeting of the Phillips Carbon Black Limited**

We wish to inform you that the 54<sup>th</sup> Annual General Meeting (AGM) of the Members of Phillips Carbon Black Limited was held on Friday, the 31<sup>st</sup> of July, 2015 at “Uttam Mancha”, 10/1/1 Monoharpukur Road, Kolkata – 700026. All the items of business as mentioned in the Notice convening the said AGM have been transacted and the Members of the Company have voted on all the Resolutions as mentioned in the Notice both by means of “Remote E-voting” during the e-voting cycle commencing from Tuesday, 28<sup>th</sup> July, 2015 (9:00 a.m.) and ending on Thursday, 30<sup>th</sup> July, 2015 (5:00 p.m.) as well as at physical voting done at the venue of the AGM through physical ballot papers.

In compliance with the requirements under Clause 35A of the Listing Agreement with the Stock Exchanges, we are furnishing the relevant details pertaining to the afore-mentioned AGM in the prescribed format marked as “Annexure – A”.

Please take the above information in records and acknowledge the receipt of the same.

Yours faithfully,  
For **PHILLIPS CARBON BLACK LIMITED**

  
Kaushik Mukherjee  
(Company Secretary)  
Encl: As above

**54<sup>th</sup> Annual General Meeting (AGM) of Phillips Carbon Black Limited – details of the voting results**

<b>Date of the AGM</b>	31 <sup>st</sup> July, 2015
<b>Total no. of shareholders on the record date (i.e. 24<sup>th</sup> July, 2015 being the cut-off date for the e0voting purpose)</b>	31171
<b>Number of shareholders present in the Meeting either in person or in proxy –</b>	396
<b>a.) Promoters or Promoter Group</b> <b>b.) Public</b>	04 392
<b>No. of shareholders who attended the meeting through Video Conferencing:-</b>	N.A.
<b>a.) Promoters or Promoter Group</b> <b>b.) Public</b>	
<b>Mode of Voting</b>	(i) Remote E-voting from 28 <sup>th</sup> July, 2015 to 30 <sup>th</sup> July, 2015.  (ii) Physical Voting at the venue of the AGM.

PHILLIPS CARBON BLACK LTD.

Company Secretary

## Agenda – Wise

### ORDINARY BUSINESS:

**Resolution 1:-** Adoption of Financial Statements and Reports of Board of Directors and Auditors thereon for the year ended 31<sup>st</sup> March, 2015.

Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1) * 100]	No. of votes in favour (4)	No. of votes cast against (5)	% of Votes in favour on votes polled (6) = [(4) / (2) * 100]	% of Votes against on votes polled (7) = [(5) / (2)*100]
Promoter and Promoter Group	18461557	18461557	100 %	18461557	-	100%	-
Public Institutional Shareholders	3507966	1849911	52.73%	1849911		100%	-
Public Others	12498049	960848	7.69%	960648	200	99.98%	0.02%
<b>Total</b>	<b>34467572</b>	<b>21272316</b>	<b>61.72%</b>	<b>21272116</b>	<b>200</b>	<b>99.99%</b>	<b>0.01%</b>

**Resolution 2:-** Declaration of Dividend for the year ended 31<sup>st</sup> March, 2015.

Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1) * 100]	No. of votes in favour (4)	No. of votes cast against (5)	% of Votes in favour on votes polled (6) = [(4) / (2) * 100]	% of Votes against on votes polled (7) = [(5) / (2)*100]
Promoter and Promoter Group	18461557	18461557	100 %	18461557	-	100%	-
Public Institutional Shareholders	3507966	1849911	52.73%	1849911		100%	-



Public Others	-	12498049	960848	7.69%	960648	200	99.98%	0.02%
<b>Total</b>		34467572	21272316	61.72%	21272116	200	99.99%	0.01%

**Resolution 3:-** Re-appointment of Mr. Paras K Chowdhary, as a Non- Executive Director of the Company.

Promoter / Public	No. of Shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares  (3) = [(2) / (1) * 100]	No. of votes in favour  (4)	No. of votes cast again st  (5)	% of Votes in favour on votes polled  (6) = [(4) / (2) * 100]	% of Votes against on votes polled  (7) = [(5) / (2) * 100]
Promoter and Promoter Group	18461557	18461557	100 %	18461557	-	100%	-
Public Institutional Shareholders	3507966	1849911	52.73%	1849911		100%	-
Public Others	-	12498049	7.69%	960648	200	99.98%	0.02%
<b>Total</b>	34467572	21272316	61.72%	21272116	200	99.99%	0.01%

**Resolution 4:-** Ratification of Appointment of M/s. Price Waterhouse, Chartered Accountants, as the Statutory Auditors of the Company.

Promoter / Public	No. of Shares held  (1)	No. of votes polled  (2)	% of votes polled on outstandi ng shares  (3) = [(2) / (1) * 100]	No. of votes in favour  (4)	No. of votes cast again st  (5)	% of Votes in favour on votes polled  (6) = [(4) / (2) * 100]	% of Votes against on votes polled  (7) = [(5) / (2) * 100]
Promoter and Promoter Group	18461557	18461557	100 %	18461557	-	100%	-
Public Institutional Shareholders	3507966	1849911	52.73%	1849911		100%	-



Public Others	-	12498049	959948	7.68%	959715	233	99.96%	0.03%
<b>Total</b>		<b>34467572</b>	<b>21271416</b>	<b>61.71%</b>	<b>21271183</b>	<b>233</b>	<b>99.98%</b>	<b>0.02%</b>

**Resolution 5:-** Appointment of Mr. Shashwat Goenka as a Director of the Company.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes cast 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	18461557	18461557	100 %	18461557	-	100%	-	
Public Institutional Shareholders	3507966	1849911	52.73%	1849911		100%	-	
Public Others	-	12498049	960848	7.69%	960615	233	99.98%	0.02%
<b>Total</b>	<b>34467572</b>	<b>21272316</b>	<b>61.72%</b>	<b>21272116</b>	<b>233</b>	<b>99.99%</b>	<b>0.01%</b>	

**Resolution 6:-** Appointment of Mrs. Kusum Dadoo as an Independent Director of the Company.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes cast 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	18461557	18461557	100 %	18461557	-	100%	-	
Public Institutional Shareholders	3507966	1849911	52.73%	1849911		100%	-	
Public Others	-	12498049	958348	7.66%	958148	200	99.97%	0.0%



<b>Total</b>	34467572	21269816	61.70%	21269616	200	99.99%	0.01%
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**Resolution 7:-** Approval of remuneration paid to Mr. Altaf Jiwani, Whole-Time Director and Chief Financial Officer of the Company for the period 1<sup>st</sup> April, 2014 to 30<sup>th</sup> January, 2015, in absence of adequate profits.

Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1) * 100]	No. of votes in favour (4)	No. of votes cast against (5)	% of Votes in favour on votes polled (6) = [(4) / (2) * 100]	% of Votes against on votes polled (7) = [(5) / (2) * 100]
Promoter and Promoter Group	18461557	18461557	100 %	18461557	-	100%	-
Public Institutional Shareholders	3507966	1849911	52.73%	1849911		100%	-
Public Others	12498049	960815	7.69%	959700	1115	99.88%	0.11%
<b>Total</b>	<b>34467572</b>	<b>21272283</b>	<b>61.72%</b>	<b>21271168</b>	<b>1115</b>	<b>99.99%</b>	<b>0.01%</b>

**Resolution 8:-** Ratification of remuneration of M/s. Shome & Banerjee, Cost Auditors of the Company.

Promoter / Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1) * 100]	No. of votes in favour (4)	No. of votes cast against (5)	% of Votes in favour on votes polled (6) = [(4) / (2) * 100]	% of Votes against on votes polled (7) = [(5) / (2) * 100]
Promoter and Promoter Group	18461557	18461557	100 %	18461557	-	100%	-
Public Institutional Shareholders	3507966	1849911	52.73%	1849911		100%	-



Public Others	-	12498049	960848	7.69%	960115	733	99.92%	0.08%
<b>Total</b>		<b>34467572</b>	<b>21272316</b>	<b>61.72%</b>	<b>21271583</b>	<b>733</b>	<b>99.99%</b>	<b>0.01%</b>

**Resolution 9:-** Approval for payment of commission to the Non- Executive Directors of the Company.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes cast 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	18461557	18461557	100 %	18461557	-	100%	-	
Public Institutional Shareholders	3507966	1849911	52.73%	0	1849911	-	100%	
Public Others	-	12498049	960748	7.69%	959365	1383	99.86%	0.14%
<b>Total</b>	<b>34467572</b>	<b>21272216</b>	<b>61.72%</b>	<b>19420922</b>	<b>1851294</b>	<b>91.30%</b>	<b>8.70%</b>	

**Resolution 10:-** Approval u/s 180(1)(c) of the Companies Act, 2013 for enhancement of borrowing limits from Rs. 1000 crores to Rs. 1500 crores.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes cast 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	18461557	18461557	100 %	18461557	-	100%	-
Public Institutional Shareholders	3507966	1849911	52.73%	549911	1300000	29.73%	70.27%



Public Others	-	12498049	960833	7.69%	959360	1473	99.85%	0.15%
<b>Total</b>		34467572	21272301	61.72%	19970828	1301473	93.88%	6.12%

All the Resolutions with respect to the agenda items were passed by requisite majority. The Resolutions as approved by the members of the Company, in terms of the Notice dated 6<sup>th</sup> May, 2015 will form a part of the Minutes of the Annual general Meeting of the Company.

PHILLIPS CARBON BLACK LTD.

  
Company Secretary