



SH/SECT/KM

3rd August, 2015

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

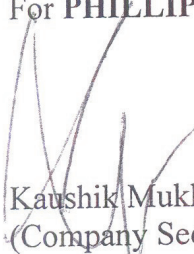
Dear Sir,

Sub:- Scrutinizer's Report on the Voting Results – AGM 2015

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, we are enclosing herewith the Scrutinizer's Report on the results relating to "Remote E-Voting" and "Voting through Ballot at the Meeting" in respect of all the Resolutions contained in the Notice of the 54th Annual General Meeting of M/S. Phillips Carbon Black Limited held on Friday, the 31st of July, 2015 at "Uttam Mancha", 10/1/1, Monoharpukur Road, Kolkata-700026.

Kindly acknowledge the receipt of the same.

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


Kaushik Mukherjee
(Company Secretary)

Encl: As above

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 01/08/2015

The Chairman
Phillips Carbon Black Limited
31, Netaji Subhas Road,
Kolkata - 700001

Sub: Scrutinizer's Report on the "Remote E - Voting" and "Voting through Ballot at the meeting", in respect of the resolutions contained in the notice of the 54th Annual General Meeting of M/s. Phillips Carbon Black Limited, held on 31st Day of July, 2015.

Dear Sir,

Please find enclosed herewith The Scrutinizer's Report, dated 01st August, 2015 on the "Remote E - Voting" and "Voting through Ballot at the meeting", in respect of the 54th Annual General Meeting of M/s. Phillips Carbon Black Limited held, on 31st Day of July, 2015.

Regards,

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries



Anjan Kumar Roy
ANJAN KUMAR ROY
FCS

Scrutinizer for and in respect of the Remote E - Voting and voting through Ballot at the AGM of M/s. Phillips Carbon Black Limited, related to their 54th AGM held on 31st Day of July, 2015

Place: Kolkata

Enclosures: as above

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

Date: 01/08/2015

To,

The Chairman
Phillips Carbon Black Limited
31, Netaji Subhas Road,
Kolkata - 700001

Sub: Scrutinizer's Report on the "Remote E - Voting" and "Voting through Ballot at the meeting", in respect of the resolutions contained in the notice of the 54th Annual General Meeting of M/s. Phillips Carbon Black Limited, held on 31st Day of July, 2015.

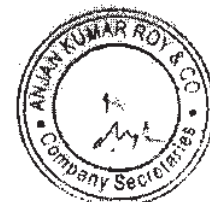
Dear Sir,

(A) I have been appointed as the Scrutinizer by M/s. Phillips Carbon Black Limited (the company, here in after), vide a resolution passed by the Board of Directors of the Company at their meeting held on the 6th Day of May, 2015, pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to Clause 35B of the Standard Listing Agreement with Stock Exchanges, to carry out the scrutiny of the Remote E - Voting and Voting through Ballot at the said Annual General Meeting, for and in respect of all the 10 resolutions, as mentioned herein below and as contained in the notice of the said Annual General Meeting ("said AGM", here in after).

(B) Pursuant to the provisions of section 108 of the Companies Act, 2013, read with the relevant rules thereof and read with the provisions of Clause 35B of the Standard Listing Agreement with Stock Exchanges, I have conducted the scrutiny of the aforesaid Remote E - Voting and Voting through Ballot at the said AGM, in respect of the aforesaid resolutions no. 1 to 10. I submit my report hereunder:

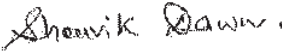

- i. As per the information and documents provided to me, by the officers of the Company, the Company has completed on 4th Day of July, 2015, the dispatch of the relevant notice dated 06th May, 2015 along with statement setting out material facts under Section 102 of the Companies Act 2013, convening the said AGM, to the members of the Company by Speed Post/Registered Post. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the said AGM has been placed on the website of the Company.
- ii. The relevant notice of the said AGM, mentioned *inter alia* that the business might be transacted through Remote E - voting system and through ballots at the venue of the said AGM, the necessary facilities whereof were being provided by the company.

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/aniankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209, Hand Held Nos.
9830201949/9831891949.

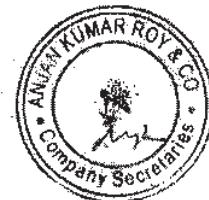


ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

- iii. I have been shown by the officers of the company, the relevant advertisement of the said notice, in "Business Standard" and in "Aajkal" published on Thursday, the 9th Day of July, 2015 containing the following information:
- Statement that the business may be transacted by Remote E - Voting.
 - Statement that dispatch of notices of the said AGM was completed on 4th day of July, 2015.
 - Statement that the period of Remote E - Voting would start at 9.00 A.M. on 28th Day of July, 2015 and ends at 5.00 P.M. on 30th Day of July, 2015.
 - Statement that the business may be transacted by voting through ballots at the venue of the said AGM, only by those members who had not participated in the said Remote E - Voting.
 - Statement that members who cast their vote by Remote E Voting may attend the said AGM but would not be entitled to cast their votes once again.
 - The statement that Remote E - Voting shall be blocked by M/s. National Securities Depository Limited ("NSDL", here in after) after 5.00 PM on 30th Day of July, 2015.
 - Website address of the Company and of NSDL, where notice of the aforesaid Annual General Meeting was displayed.
 - Contact details, in case of grievances/queries in respect of the Remote E - Voting.
- iv. That to the best of my understanding the aforesaid Remote E - Voting for the aforesaid resolutions were open for 3 days i.e., from 9:00 A.M. on 28th of July, 2015 to 5:00 P.M. on 30th of July, 2015.
- v. That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where Remote E - Voting process was provided, was blocked at 5:00 P.M. on 30th Day of July, 2015.
- vi. That after the discussions on the above-10 resolutions at the said AGM were over, a facility for casting the vote by physical ballot at the venue of the said AGM was provided to those members who wanted to cast their votes by said physical ballots.
- vii. That the said Remote Ev voting at portal www.evoting.nsdl.com was unblocked by me at 2.30 P. M. on 31st Day of July, 2015, that is after the voting by physical ballots were completed and counted. The said Remote E voting was unblocked by me in the presence of the following persons;
- Mr. Shouvik Dawn 
 - Mr. Ranjan Kumar Gupta 

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

who are not in the employment of the Company and who have put their signatures alongside their names as above.

- viii. The results, containing the detail of votes cast by Remote E - Voting mode, has been provided to me by NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the Remote E - Voting platform for the aforesaid Remote E - Voting, in respect of the aforesaid 10 resolutions.
- ix. The relevant details of the aforesaid Remote E - Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013 and are available as on this day at the website <http://www.evoting.nsdl.com>.
- x. The cut off date for determining eligibility to cast vote was on 24th Day of July, 2015 and such persons who were the members of the company as on the said record date were entitled to cast their vote either by Remote E - Voting or through Ballot at the said AGM on the relevant resolutions.

(C) That the details of voting, through Remote E – Voting and through Ballot at the said AGM, in respect of the said 10 Resolutions, are as hereunder:

ORDINARY BUSINESS:

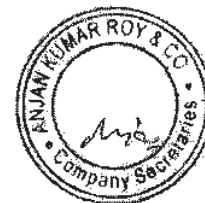
Item No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 including Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	54	21272041	21272041	99.9987
Through Ballot	7	75	75	0.0004
Total	61	21272116	21272116	99.9991

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	1	200	200	0.0009
Through Ballot	Nil	Nil	Nil	Nil
Total	1	200	200	0.0009

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

Item.No. 2

To declare dividend for the year ended 31st March, 2015.

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	54	21272041	21272041	99.9987
Through Ballot	7	75	75	0.0004
Total	61	21272116	21272116	99.9991

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN.KUMAR ROY & CO.

COMPANY SECRETARIES

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	1	200	200	0.0009
Through Ballot	Nil	Nil	Nil	Nil
Total	1	200	200	0.0009

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

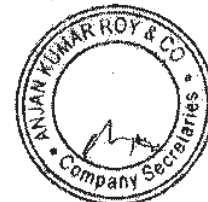
Item No. 3

To appoint a Director in place of Mr. Paras K Chowdhary (holding DIN 00076807), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	54	21272041	21272041	99.9987
Through Ballot	7	75	75	0.0004
Total	61	21272116	21272116	99.9991

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	1	200	200	0.0009
Through Ballot	Nil	Nil	Nil	Nil
Total	1	200	200	0.0009

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

Item No. 4

To ratify the appointment of Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the reappointment of the retiring Auditors, M/s. Price Waterhouse (Firm Registration No. 301112E) to hold office from the conclusion of the 53rd AGM of the Company till the conclusion of the 56th AGM of the Company to be held in the year 2017, be and is hereby ratified and the said Auditors be paid such remuneration as may be decided by the Audit Committee of the Board of Directors of the Company."

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjan Kumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	52	21271108	21271108	99.9985
Through Ballot	7	75	75	0.0004
Total	59	21271183	21271183	99.9989

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	2	233	233	0.0011
Through Ballot	Nil	Nil	Nil	Nil
Total	2	233	233	0.0011

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

SPECIAL BUSINESS

To consider, and if thought fit, to pass with or without modification(s) the following Resolutions:

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/aniankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

Item No. 5 as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 93(1) of the Articles of Association of the Company, Mr. Shashwat Goenka (DIN 03486121) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 1st September, 2014 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	53	21272008	21272008	99.9985
Through Ballot	7	75	75	0.0004
Total	60	21272083	21272083	99.9989

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	2	233	233	0.0011
Through Ballot	Nil	Nil	Nil	Nil
Total	2	233	233	0.0011

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
----------------	------------------------	---	----------------------------	---------------------------------------

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

Item No. 6 as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and with Article 93(1) of the Articles of Association of the Company, Mrs. Kusum Dadoo (DIN 06967827), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f 1st April, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and be also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years w.e.f 1st April, 2015."

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	53	21269541	21269541	99.9987
Through Ballot	7	75	75	0.0004
Total	60	21269616	21269616	99.9991

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	1	200	200	.0009
Through Ballot	Nil	Nil	Nil	Nil

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

Total	1	200	200	.0009
-------	---	-----	-----	-------

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

Item No. 7 as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Central Government, if necessary and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the members of the Company, be and is hereby accorded for the remuneration as set out in the explanatory statement annexed hereto, paid to Mr. Altaf Jiwani (DIN: 05166241), Whole Time Director & Chief Financial Officer of the Company for the period from 1st April, 2014 till 30th January, 2015, in absence of adequate profits.

Resolved further that the Board of Directors be and is hereby authorized, to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	47	21271093	21271093	99.9944
Through Ballot	7	75	75	0.0004
Total	54	21271168	21271168	99.9948

Office Address : DPS Business Centre, 9A, Sebak Baldya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
arjanroy_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	7	1115	1115	0.0052
Through Ballot	Nil	Nil	Nil	Nil
Total	7	1115	1115	0.0052

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

Item No. 8 as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. Shome & Banerjee, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company ("the Board") for the financial year ending 31st March, 2016, with a remuneration of Rs. 3,50,000/- (Rupees three lacs fifty thousand only).

Resolved further that, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	52	21271508	21271508	99.9962

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjanankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

Through Ballot	7	75	75	0.0004
Total	59	21271583	21271583	99.9966

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	3	733	733	0.0034
Through Ballot	Nil	Nil	Nil	Nil
Total	3	733	733	0.0034

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

Item No. 9 as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 197, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Article 96 of the Articles of Association of the Company and Clause 49(II)(C) of the Listing Agreement with the Stock Exchanges and subject to such permissions, sanctions and approvals if necessary, consent of the Company be and is hereby accorded for payment of commission to the Directors, who are neither in the whole-time employment of the Company nor its Managing Director at a rate not exceeding three per cent of the net profits of the Company computed in the manner stated in Section 198(1) of the Act, subject to the total managerial remuneration not exceeding eleven per cent of the net profits for the relevant financial year commencing from the financial year 2014-15 to be distributed amongst the said Directors in such manner as the Board of Directors of the Company ("the Board") and/or Nomination and Remuneration Committee constituted by the Board may from time to

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

time determine and that the said commission be paid in addition to the fee payable to the aforesaid Directors for attending the meetings of the Board or any Committee thereof.

Resolved further that for the purpose of giving effect to this Resolution, the Board and /or Nomination and Remuneration Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	43	19420847	19420847	91.2967
Through Ballot	7	75	75	0.0004
Total	50	19420922	19420922	91.2971

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	11	1851294	1851294	8.7029
Through Ballot	Nil	Nil	Nil	Nil
Total	11	1851294	1851294	8.7029

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjanumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

Item No. 10 as a Special Resolution:

"Resolved that in modification of the previous Resolution passed at the Annual General Meeting of the Members of the Company held on 30th July, 2014, consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors of the Company, for borrowing any sum or sums of money from time to time from any one or more of the Financial Institutions, Government/Government Bodies, Company's Bankers and/or other persons, Firms or Bodies Corporate whether resident in India or not and whether by way of Term Loans, Cash Credit, Advance, Deposits, Bills Discounting, issue of instruments and securities such as bonds, debentures, commercial paper and other debt securities or otherwise, and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 1500/- crores (Rupees one thousand five hundred crores only) exclusive of interest. The Board of Directors are hereby further authorised to execute such deeds of debentures and debenture trust deeds for mortgage, charge, hypothecation, lien, promissory notes, deposits receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the Board of Directors may think fit and that for the purpose of implementation of this Resolution, the Board may act through any member thereof or any other person duly authorized by the Board in that behalf."

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	45	19970753	19970753	93.8814
Through Ballot	7	75	75	0.0004
Total	52	19970828	19970828	93.8818

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
----------------	------------------------	---	----------------------------	---------------------------------------

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES


Remote E- voting	9	1301473	1301473	6.1182
Through Ballot	Nil	Nil	Nil	Nil
Total	9	1301473	1301473	6.1182

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E- voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	N/A	N/A
Total	Nil	Nil	N/A	N/A

- (D) A comprehensive chart showing the details of votes cast through Remote E Voting and voting through Ballot at the AGM of the Company is attached with this report as Annexure A.
- (E) The Register, all other papers and relevant records relating to Remote E - Voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same will be handed over to the Company Secretary for safe keeping.

FOR, ANJAN KUMAR ROY & CO.
Company Secretaries


ANJAN KUMAR ROY
FCS 5684
CP 4557



Scrutinizer for and in respect of the Remote E - Voting and voting through Ballot at the AGM of M/s. Phillips Carbon Black Limited, related to their 54th AGM held on 31st Day of July, 2015

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033-6542-0209. Hand Held Nos.
9830201949/9831891949.

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

"Annexure A"

M/s. Phillips Carbon Black Limited

Voting by ballots at the Annual General Meeting held on 31/07/2015

Remote E Voting during the period 28/07/2015 to 30/07/2015

Comprehensive results of Remote E Voting and voting through Ballot at the AGM

Resolution No.	No. of Voters (Folio)	No. of Shares /votes held	No. of Shares /votes exercised	No. of Shares/votes exercised in favour	No. of Shares/ Votes exercised in against	Total % of votes, cast in favour	Total % of votes, cast in against
1	62	21272316	21272316	21272116	200	99.9991	0.0009
2	62	21272316	21272316	21272116	200	99.9991	0.0009
3	62	21272316	21272316	21272116	200	99.9991	0.0009
4	61	21271416	21271416	21271183	233	99.9989	0.0011
5	62	21272316	21272316	21272083	233	99.9989	0.0011
6	61	21269816	21269816	21269616	200	99.9991	0.0009
7	61	21272283	21272283	21271168	1115	99.9948	0.0052
8	62	21272316	21272316	21271583	733	99.9966	0.0034
9	61	21272216	21272216	19420922	1851294	91.2971	8.7029
10	61	21272301	21272301	19970828	1301473	93.8818	6.1182

Page 1

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjanikumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.

