

10<sup>th</sup> August, 2016

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.,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai – 400001

The Secretary,  
The Calcutta Stock Exchange Ltd,  
7, Lyons Range,  
Kolkata – 700001

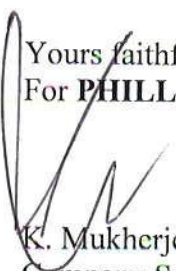
Dear Sir,

**Sub:- Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : Proceedings of the 55<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> July, 2016**

We are pleased to enclose herewith a copy of the Minutes of the proceedings of 55<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> July, 2016 at ‘Uttam Mancha’, 10/1/1, Monoharpukur Road, Kolkata – 700026.

Kindly acknowledge the receipt of the same.

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

  
K. Mukherjee  
Company Secretary and Chief Legal Officer

Encl: As above

PHILLIPS CARBON BLACK LIMITED

Proceedings of the Fifty-fifth Annual General Meeting of the Members of Phillips Carbon Black Limited held at 'Uttam Mancha', 10/1/1, Monoharpukur Road, Kolkata - 700026 on Friday, the 22<sup>nd</sup> July, 2016 from 10.30 am to 11.30 am.

P R E S E N T

DIRECTORS	MR. KAUSHIK ROY - CHAIRMAN MR. C.R. PAUL MR. O.P. MALHOTRA MR. K.S.B. SANYAL MR. PARAS K CHOWDHARY MR. PRADIP ROY MRS. KUSUM DADOG
COMPANY SECRETARY & CHIEF LEGAL OFFICER	MR. KAUSHIK MUKHERJEE
CHIEF FINANCIAL OFFICER	MR. RAJ KUMAR GUPTA
STATUTORY AUDITORS	MESSRS. PRICE WATERHOUSE, CHARTERED ACCOUNTANTS, REPRESENTED BY MR. PINAKI CHOWDHURY, PARTNER
SECRETARIAL AUDITOR	MR. ANJAN KUMAR ROY

and 586 Members present either in person or by proxy or through Authorised Representatives as per Attendance Sheets / Slips and Auditors of the Company

- In the absence of Mr. Sanjiv Goenka, the Chairman of the Board of Directors of the Company,

It was,

Proposed by: Mr. K.L. Mullick  
Seconded by: Mr. S.K. Sukhani

"That Mr. Kaushik Roy, be elected as Chairman of this Meeting."

The above Resolution was supported by other Members present at the Meeting

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*[Handwritten Signature]*

2. Mr. Kaushik Roy then took the Chair and welcomed all those present to the 55<sup>th</sup> Annual General Meeting (AGM) of the Company.
3. The Chairman thereafter introduced all the Directors on the dias to those present at the AGM.
4. The Chairman stated that the quorum of Members was present at the AGM and declared the Meeting open.
5. The Register of Directors and Key Managerial Personnel of the Company maintained pursuant to Section 170 of the Companies Act, 2013 and Report of the Statutory Auditors and the Secretarial Auditors, copies whereof were part of the Annual Report for the year 2015-16 and other necessary documents remained open and accessible for inspection during the continuance of the Meeting.
6. The Chairman gave an overview of the Company's performance for the financial year ended 31<sup>st</sup> March, 2016 and its future outlook.
7. The Chairman then referred to the Notice convening the Meeting and with the consent of the Members present, the Notice was taken as read.
8. The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the remote e-voting facility to the Members in respect of all the Resolutions contained in the Notice of the 55<sup>th</sup> Annual General Meeting. The remote e-voting commenced on 19<sup>th</sup> July, 2016 at 9.00 am and ended on 21<sup>st</sup> July, 2016 at 5.00 pm.

The Chairman advised that those members who had not been able to cast their votes by remote e-voting, may avail the facility of voting through physical ballot papers provided at the AGM venue, once the Resolutions as per the agenda are read.

The Chairman then took up the Agenda items as mentioned in the Notice and moved the following resolutions:


**Resolution No. 1 (As an Ordinary Resolution)**

"Resolved that the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2016, and the Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon as circulated to the

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Members and laid before the Company at this meeting, be and are hereby received and adopted.”

Proposed by: Mr. S K Sukhani  
Seconded by: Mr. M S Dey

The Chairman then took the consent of the Members to go to the next item.

**Resolution No. 2 (As an Ordinary Resolution)**

“Resolved that in accordance with the recommendation of the Board of Directors of the Company, a dividend @ 25% i.e. Rs. 2.50/- per share for the year ended 31<sup>st</sup> March, 2016, be and is hereby declared on the Equity Share Capital of the Company for payment to those members whose names appear on the Register of Members, or, who are notified as beneficiaries by the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, at the close of business on 14<sup>th</sup> July, 2016.”

Proposed by: Mr. S K Sukhani  
Seconded by: Mr. Ujjal Chakraborty

The Chairman then took the consent of the Members to go to the next item.

**Resolution No. 3 (As an Ordinary Resolution)**

“Resolved that Mr. Sanjiv Goenka (Director Identification Number 00074796), who retires by rotation at this Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Proposed by: Mr. K L Mullick  
Seconded by: Mr. Biswanath Mukherjee

The Chairman then took the consent of the Members to go to the next item.

**Resolution No. 4 (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 re-appointment of the retiring Auditors, M/s. Price Waterhouse (Firm Registration No. 301112E) to hold office from the conclusion of the 53<sup>rd</sup> AGM of the Company till the conclusion of the 56<sup>th</sup> 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.”

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*[Handwritten Signature]*

Proposed by: Mr. Ujjal Chakraborty  
 Seconded by: Mr. B K Mehta

The Chairman then took the consent of the Members to go to the next item.

**Resolution No. 5 (As a Special Resolution)**

The Chairman requested Mr. K S B Sanyal, Director of the Company for conducting the item no. 5 of the Notice as the same involved his own re-appointment.

Mr. K S B Sanyal then referred to the following Special Resolution in item no. 5 of the Notice which was then taken up for consideration:

“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 such other necessary approval(s), consent(s) or permission(s), as may be required, the Company hereby approves the re-appointment of Mr. Kaushik Roy, as Managing Director of the Company for a further period of three years effective 5th February, 2016, on the terms and conditions and remuneration as set out in the Agreement, to be executed by the Company with Mr. Kaushik Roy, a draft of which is placed before the Meeting as also set out in the Explanatory Statement attached to this Notice.”

Proposed by: Mr. M S Dey  
 Seconded by: Mr. S K Sukhani

Mr. K S B Sanyal, then took the consent of the Members to go to the next item and requested Mr. Kaushik Roy to conduct the rest of the Meeting.

**Resolution No. 6 (As an Ordinary Resolution)**

“Resolved that pursuant to the provisions of Sections 149, 150, 152 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 Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Paras K Chowdhary (holding DIN 00076807), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent

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Director of the Company to hold office for three consecutive years for a term up to 21<sup>st</sup> July, 2019 on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice.”

Proposed by: Mr. K L Mullick  
Seconded by: Mr. Biswanath Mukherjee

The Chairman then took the consent of the Members to go to the next item.

Resolution No. 7 (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, 2017, with a remuneration of Rs. 4,50,000/- (Rupees four 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.”

9. The Chairman, then invited questions from Members, which were replied by the Chairman.
10. The Chairman thereafter announced the commencement of voting through physical ballot papers on the Resolutions.
11. The Chairman advised that Mr. Anjan Kumar Roy, Practicing Company Secretary, Kolkata has been appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting at the AGM through physical ballot paper, which would remain open upto 11.30 a.m, on completion of which the AGM would stand concluded.
12. The Scrutinizer's Report dated 22<sup>nd</sup> July, 2016 inter alia containing the combined results of remote e-voting and voting through physical ballot papers at the AGM Venue was presented to the Chairman on the same day i.e. 22<sup>nd</sup> July, 2016, in terms of which all the Resolutions were approved by the requisite majority, the

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*(Handwritten Initials)*

said results, as annexed, were declared on 22<sup>nd</sup> July, 2016 at 6.00 pm at the Registered office of the Company at 31, Netaji Subhas Road, Duncan House, Kolkata - 700001 and displayed on the Notice Board of the Company at its Registered office and it was also posted on the Company's website.

  
CHAIRMAN

10/8/2016

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## Annexure

Item No. 1: ORDINARY RESOLUTION – (Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the year ended 31<sup>st</sup> March, 2016)

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid Votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
20711539	99.99	50	0.0002	Nil	Passed

Item no. 2: ORDINARY RESOLUTION – (Declaration of Dividend for the year ended 31<sup>st</sup> March, 2016)

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid Votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
20711589	100	Nil	Nil	Nil	Passed

Item No. 3: ORDINARY RESOLUTION- (Re-appointment of Mr. Sanjiv Goenka as a Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment)

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid Votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
20711499	99.99	90	0.0004	Nil	Passed

Item No. 4: ORDINARY RESOLUTION- (Ratification of appointment of M/s. Price Waterhouse, Chartered Accountants, as the Statutory Auditors of the Company)

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid Votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
20710499	99.99	190	0.001	Nil	Passed

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Item No. 5: SPECIAL RESOLUTION – (Re-appointment of Mr. Kaushik Roy as a Managing Director of the Company)

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid Votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
20711287	99.99	222	0.001	Nil	Passed

Item No. 6 : ORDINARY RESOLUTION – (Appointment of Mr Paras K Chowdhary as an Independent Director of the Company).

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid Votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
20710304	99.99	305	0.001	Nil	Passed

Item No. 7: ORDINARY RESOLUTION- (Ratification of remuneration of M/s. Shome & Banerjee, Cost Auditors of the Company).

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid Votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
20711842	99.99	255	0.001	Nil	Passed

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