



22nd September, 2017

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

Dear Sir,

The General Manager,
Department of Corporate Services,
BSE Ltd.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

Sub: Outcome of the Fifty - sixth (56th) Annual General Meeting - 21st September, 2017

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the summary of proceedings of the 56th Annual General Meeting of the Company held on Thursday, the 21st day of September, 2017 at 10:30 A.M. at "Dr. R P Goenka Auditorium", International Management Institute, Kolkata, 2/4C Judges Court Road, Alipore, Kolkata – 700027, marked as "Annexure – I".

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the Voting Results of the business transacted at the AGM, marked as "Annexure – II". All the Items of business for consideration at the 56th AGM, as set out in the AGM Notice, have been passed by the Members by requisite majority.

We are also enclosing the Consolidated Report of the Scrutinizer dated 21^{SE} September, 2017 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, marked as "Annexure – III". The above are also being uploaded on the Company's website at www.pcbl.td.com.

Yours faithfully,

HOLPHILLIPS CARBON BLACK LIMITED

K. Muklerjee

Company Secretary and Chief Legal Officer

Enclo: As above





Summary of the proceedings of the 56th Annual General Meeting - 'Annexure - I'

The 56th Annual General Meeting (AGM) of the Members of Phillips Carbon Black Limited ("the Company") commenced at 10.30 A.M on Thursday, 21st September, 2017 at "Dr. R P Goenka Auditorium", International Management Institute, Kolkata, 2/4C Judges Court Road, Alipore, Kolkata – 700027 and concluded at 11:30 A.M.

- 1.) 457 Members were present in person and 21 Members were represented by their proxies at the Meeting.
- 2.) Mr. Sanjiv Goenka, Chairman, chaired the 56th AGM. The quorum was present and the Chairman declared the Meeting open and welcomed the Members.
- 3.) The registers and documents, as statutorily required, were available for inspection during the Meeting.
- 4.) The Chairman delivered his speech.
- 5.) The Notice convening the 56th AGM was taken as read with the consent of the Members present.
- 6.) The Chairman informed that the Company had provided the Members the facility to cast their votes electronically, on all the 6 Items of business set forth in the Notice. This facility of Remote E-voting was provided by National Securities Depository Limited and the said facility commenced on 18th September, 2017 at 9:00 A.M. and concluded on 20th September, 2017 at 5:00 P.M. However, Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting through physical ballot papers. It was further informed that there would be no voting by show of hands. No result was declared at the Meeting.
- 7.) The Chairman then placed before the Meeting, all the 6 Items of business, as mentioned hereinbelow, one by one, as mentioned in the AGM Notice. Each of the 6 Items of business was duly proposed and seconded at the Meeting.
- 8.) The Chairman gave an opportunity to the Members to raise their queries or seek clarifications on the Items of business. Thereafter, the Chairman responded to the queries and clarifications sought by the Members.
- 9.) The Chairman then said that the Voting results will be declared on Friday, the 22nd day of September, 2017 at 3 P.M. Such Results alongwith the Scrutinizer's Report will be displayed on the website of the Company at www.pcbltd.com as well displayed on the Notice Board at the Registered Office of the Company.

10.) He, thereafter, thanked the Members for attending the Meeting.





The following items of business, as per the Notice of the AGM, as afore-mentioned, were transacted at the Meeting:

Ordinary Business:

- Adoption of Audited Financial Statements including Consolidated Audited Financial Statements and Reports of Board of Directors and Auditors of the Company for the financial year ended 31st March, 2017.
- 2. Confirmation of payment of Interim Dividend for the year ended 31st March, 2017.
- 3. Re appointment of Mr. Shashwat Goenka as a Non Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
- 4. Appointment of Messrs. S R Batliboi & Co. LLP as the Statutory Auditors of the Company.

Special Business:

- 5. Approval of variation in terms of remuneration of Mr. Kaushik Roy, Managing Director of the Company.
- 6. Ratification of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company.

The Board of Directors had appointed Mr. Anjan Kumar Roy, Practising Company Secretary (Membership No. – FCS 5684) as the Scrutinizer to overview the whole process of voting in a fair and transparent manner.

All the Items of business for consideration at the 56th AGM, as set out in the Notice dated 10th August, 2017, have been passed by the Members by the requisite majority through remote e-voting and voting by ballot papers at the AGM venue.

This is for your information and records.

ours faithfully,

For PHILLIPS CARBON BLACK LIMITED

K. Mukherjee

Company Secretary and Chief Legal Officer

			'Annexure	- II"				
Phillips Carbon 1	Black Limited - Detai	ls of 56th AC	M Voting	Results - Regulati	ion 44(3) of	SEBI List	ing Regulations	
Date of the AGM				21st Septemb	er, 2017			
Total number of shareholders on record				38777	7			
date, 14th September, 2017		30///						
No. of shareholders present in the								
meeting either in person or through								
proxy:								
TO 100 TO				4				
Promoters and Promoter Group:				478				
Public:								
No. of Shareholders attended the meeting	7							
through Video Conferencing:				Nil				
Promoters and Promoter Group:				1811				
Public:								
		Age	nda - wise d	isclosure				
				- Adoption of Audit	ted Financial	Statements	including Consolid	ated Audited
Develotion Develord (Ondinger / Specie	av	14		시 ''() 전 전 경우 () 경우 () () () () () () () () () () () () ()				
Resolution Required : (Ordinary / Specia	11)			tatements and Repor		of Directors	and Auditors of the	Company for the
			financial ye	ar ended 31st March	h, 2017			
Whether promoter/ promoter group are	interested in the exends	/recolution?	Dromotor and	Promoter group have	voted in favo	ur of the Rese	dution (53.56%)	
whether promoter/ promoter group are	interested in the agenda	resolution;	riomoter and	i Promoter group have	voted in tavo	in or me resc	nution (33.30 /4)	
		1	No. of	% of Votes Polled	No. of	No. of	% of Votes in	Water Construct
		No. of		123	1000		337	% of Votes against
Cake	Medical	shares held	votes	on outstanding	Votes - in	Votes	favour on votes	on votes polled
Category	Mode of Voting		polled	shares	favour	-Against	polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={ 5 / 2 }*100
		1.1	177	ist deliter	1.1		Ter ti stren	r i train
	E-Voting		18461557	100.0000	18461557	0	100 0000	0.000
Promoter and Promoter Group	Poll		0		0	0	The second secon	0.000
	Ballot	18461557	0		0	0		0.0000
	Total	-	18461557	100.0000	18461557	0		0.0000
						0		0.0000
	E-Voting	5285795	3807759	72.0376	3807759			
Public Institutions	Poll		0		0	0		0.0000
	Ballot		0	0,000	0	0		0.0000
	Total		3807759	72.0376	3807759	0		0.0000
	E-Voting		938683	8.7562	938633	50	99,9947	0.0053
Public Non Institutions	Poll	10720220	4	0.0000	4	0	100.0000	0.0000
Public Non institutions	Ballot	10720220	0	0.0000	0	0	0.0000	0.0000
and the same of th	Total	The same	938687	8.7562	938637	50	99,9947	0.0053
Total		34467572	23208003			50		0,0002
						water Dist	Land for the constant	ded Het Mauch
Resolution Required : (Ordinary / Specia	ıl)			- Confirmation of I	ayment of t	merim Divid	iend for the year en	ded 518t March,
AAAAAAAA			2017					
Whether promoter/ promoter group are	interested in the agenda	/resolution?	Promoter and	d Promoter group have	voted in favo	ur of the Reso	olution (5.5.56%)	
	T	T		T	Ι		T	I
		No. of	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes agains
200	1 22 2 22 2	H. San Mark Collinson	votes	on outstanding	Votes - in	Votes	favour on votes	
Category	Mode of Voting	shares held	polled	shares	favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		18461557	100.0000	18461557	0	100.0000	0.000
n in	Poll	10:414	0	0.0000	0	0	0.0000	0.000
Promoter and Promoter Group	Ballot	18461557	0		0	()		0.000
	Total		18461557		18461557	0		0.000
	E-Voting		3807759		3807759	0		0.000
		-			3607739			
Public Institutions	Poll	5285795	0		0	0		0 000
	Ballot	-	0	and the second s	0	0		0.000
rubile institutions	Total		3807759		3807759	0		0.000
ruone institutions			938823	8.7575	938773	50		0.005
FROM HISTORIONS	E-Voting						100 0000	0.000
		10720220	1	0.0000	4	0	100.0000	0.000
Public Non Institutions	E-Voting	10720220	1					0.000
	E-Voting Poll Ballot	10720220	4 0	0.0000	0		0.0000	
	E-Voting Poll	10720220	938827	0.0000 8.7575	938777	0	0.0000 99.9947	0.000



	III.C				T	T	T	T
Resolution Required : (Ordinary / Spe	cial)			- Re – appointment who retires by rotation				
Whether promoter/ promoter group a	re interested in the agenda/re	esolution?	Promoter and	l Promoter group have	voted in favo	our of the Res	olution (53.56%)	
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -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
	E-Voting		18461557	100.0000	18461557	0	100.0000	0.000
Promoter and Promoter Group	Poll	18461557	, 0	0.0000	0	0		0.000
	Ballot	10401337	0	0.0000	0	0	THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER, THE PERSON NAMED IN COLUMN TWO IS NAMED IN COLUMN TWO IS NAMED IN THE OWNER, THE PERSON	0.000
	Total		18461557	100.0000	18461557	0		0.000
	E-Voting		3807759	72.0376	3465983	341776	The state of the s	8.975
Public Institutions	Poll	E205701	. 0	0.0000	0			0.000
Total Mistrations	Ballot	5285795	0	0.0000	0			0.000
	Total		3807759	72.0376	3465983	341776		8.975
	E-Voting		938688	8.7562	938585	103	The second secon	0.011
Public Non Institutions	Poll	1	Λ	0.0000	4	-		0.000
rubiic Non institutions	Ballot	10720220	0	0.0000	0			0.000
	Total	7	938692	8.7562	938589	103		
Total		34467572	23208008	67.3329	22866129		The second secon	0.011
		3440/3/2	23208008	07.3329	22806129	341879	98.5269	1.473
Resolution Required : (Ordinary / Spec	rial)		4. Ordinary Company	- Appointment of Mo	essrs. S R Ba	tliboi & Co. 1	LLP as the Statutory	Auditors of the
Whether promoter/ promoter group ar	e interested in the agenda/re	solution?	Promoter and	Promoter group have	voted in favo	ur of the Reso	olution (53,56%)	
		No. of	No. of votes	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes against
Category	Mode of Voting	shares held	polled	on outstanding shares	Votes – in favour	Votes -Against	favour on votes polled	on votes polled
	5.14-15	[1]	[2]	3 ={ 2 / 1 }*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	-	18461557	100.0000	18461557	0		0.0000
Promoter and Promoter Group	Poll	18461557	0	0.0000	0	0	0.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18461557	100.0000	18461557	0	100.0000	0.0000
	E-Voting	_	3807759	72.0376	3708783	98976	97.4007	2.5993
Public Institutions	Poll	5285795	0	0.0000	0	0	0.0000	0.0000
	Ballot	3203733	0	0.0000	0	0	0.0000	0.000
	Total		3807759	72.0376	3708783	98976	97.4007	2.599
	E-Voting		938214	8.7518	938164	50	THE RESERVE THE PERSON NAMED IN COLUMN 2 I	0.005
Public Non Institutions	Poll		1	0.0000	4	0	The second secon	0.0000
rubile Non institutions	Ballot	10720220	0	0.0000	0	0		
	Total	7	938218	8.7518				0.0000
Total	Total	34467572	23207534	67.3315	938168 23108508	50 99026	99.9947 99.5733	0.0053
		01101072	ESECT SSA	07.3313	23100300	33020	99.3733	0.4267
Resolution Required : (Ordinary / Spec	ial)		5. Special - A Director of the	pproval of variation ne Company	in terms of r	emuneration	of Mr. Kaushik Roy	, Managing
								f
Whether promoter/ promoter group ar	e interested in the agenda/re	solution?	Promoter and	Promoter group have	voted in favor	ur of the Reso	olution (53.56%)	
Whether promoter/ promoter group ar Category	e interested in the agenda/re	No. of shares held	Promoter and No. of votes polled	Promoter group have % of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes – in	No. of Votes	% of Votes in favour on votes	
	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	on votes polled
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled 6 ={ 4 /2 }*100	on votes polled [7]={[5]/[2]}*100
Category	Mode of Voting	No. of shares held	No. of votes polled [2] 18461557	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4] 18461557	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	on votes polled [7]={[5]/[2]}*100 0.0000 0.0000
Category	Mode of Voting E-Voting Poll	No. of shares held	No. of votes polled [2] 18461557	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100 100.0000 0.0000	No. of Votes – in favour [4] 18461557	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100 100.0000 0.0000	on votes polled [7]={[5]/[2]}*100 0.0000 0.0000 0.0000
Category	Mode of Voting E-Voting Poll Ballot	No. of shares held	No. of votes polled [2] 18461557 0	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100 100.0000 0.0000 0.0000	No. of Votes – in favour [4] 18461557 0	No. of Votes -Against [5] 0	% of Votes in favour on votes polled [6]={[4]/2]}*100 100.0000 0.0000 0.0000 100.0000	0.0000 0.0000 0.0000 0.0000
Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Ballot Total	No. of shares held	No. of votes polled [2] 18461557 0 0 18461557	% of Votes Polled on outstanding shares [3]={ 2 /[1]}*100 100.0000 0.0000 0.0000 100.0000	No. of Votes – in favour [4] 18461557 0 0 18461557	No. of Votes -Against [5] 0 0 0	% of Votes in favour on votes polled 6 ={ 4 /2 }*100 100.0000 0.0000 100.0000 100.0000	0.0000 0.0000 0.0000 0.0000 0.0000
Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Ballot Total E-Voting	No. of shares held	No. of votes polled [2] 18461557 0 0 18461557 3807759	% of Votes Polled on outstanding shares [3]={ 2 /[1]}*100 100.0000 0.0000 100.0000 72.0376 0.0000	No. of Votes – in favour [4] 18461557 0 0 18461557	No. of Votes -Against 5 0 0 0	% of Votes in favour on votes polled [6]={[4]/2]}*100 100.0000 0.0000 100.0000 100.0000 0.0000	0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Ballot Total E-Voting Poll	No. of shares held	No. of votes polled [2] 18461557 0 0 18461557 3807759 0 0	% of Votes Polled on outstanding shares [3]={ 2 /[1]}*100 100.0000 0.0000 100.0000 72.0376 0.0000 0.0000	No. of Votes – in favour [4] 18461557 0 0 18461557 3807759 0	No. of Votes -Against 5 0 0 0 0	% of Votes in favour on votes polled [6]={[4]/2]}*100 100.0000 0.0000 100.0000 100.0000 0.0000 0.0000	0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Ballot Total E-Voting Poll Ballot Total	No. of shares held	No. of votes polled [2] 18461557 0 18461557 3807759 0 3807759	% of Votes Polled on outstanding shares [3]={ 2]/[1]}*100 100.0000 0.0000 100.0000 72.0376 0.0000 0.0000 72.0376	No. of Votes – in favour [4] 18461557 0 0 18461557 3807759 0 0 3807759	No. of Votes -Against [5] 0 0 0 0 0 0	% of Votes in favour on votes polled [6]={[4]/[2]}*100 100.0000 0.0000 100.0000 100.0000 0.0000 0.0000 100.0000	0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Category Promoter and Promoter Group Public Institutions	Mode of Voting E-Voting Poll Ballot Total E-Voting Poll Ballot Total E-Voting	No. of shares held [1] 18461557	No. of votes polled [2] 18461557 0 0 18461557 3807759 0 0 3807759 937789	% of Votes Polled on outstanding shares [3]={ 2 / 1 }*100 100.0000 0.0000 100.0000 72.0376 0.0000 72.0376 8.7479	No. of Votes – in favour [4] 18461557 0 18461557 3807759 0 0 3807759 937396	No. of Votes -Against [5] 0 0 0 0 0 0 0 0 0 0 393	% of Votes in favour on votes polled [6]={[4]/[2]}*100 100.0000 0.0000 100.0000 100.0000 0.0000 100.0000 99.9581	0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Category Promoter and Promoter Group Public Institutions	Mode of Voting E-Voting Poll Ballot Total E-Voting Poll Ballot Total E-Voting Poll	No. of shares held	No. of votes polled [2] 18461557 0 0 18461557 3807759 0 3807759 937789	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100 100.0000 0.0000 100.0000 72.0376 0.0000 0.0000 72.0376 8.7479 0.0000	No. of Votes – in favour [4] 18461557 0 0 18461557 3807759 0 0 3807759	No. of Votes -Against 5 0 0 0 0 0 0 0 0 0	% of Votes in favour on votes polled [6]={ 4]/2 }*100 100.0000 0.0000 100.0000 0.0000 0.0000 0.0000 100.0000 100.0000 100.0000 100.0000	on votes polled [7]={[5]/[2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Category Promoter and Promoter Group Public Institutions	E-Voting Poll Ballot Total E-Voting Poll Ballot Total E-Voting Poll Ballot Total E-Voting Poll Ballot	No. of shares held [1] 18461557	No. of votes polled [2] 18461557 0 0 18461557 3807759 0 3807759 937789 4 0	% of Votes Polled on outstanding shares [3]={ 2 /[1]}*100 100.0000 0.0000 100.0000 72.0376 0.0000 0.0000 72.0376 8.7479 0.0000 0.0000	No. of Votes – in favour [4] 18461557 0 0 18461557 3807759 0 0 3807759 937396 4	No. of Votes -Against S 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Votes in favour on votes polled [6]={ 4 /2 }*100 100.0000 0.0000 100.0000 0.0000 0.0000 0.0000 100.0000 99.9581 100.0000	0n votes polled [7]={[5]/[2]}*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
	Mode of Voting E-Voting Poll Ballot Total E-Voting Poll Ballot Total E-Voting Poll	No. of shares held [1] 18461557	No. of votes polled [2] 18461557 0 0 18461557 3807759 0 3807759 937789	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100 100.0000 0.0000 100.0000 72.0376 0.0000 0.0000 72.0376 8.7479 0.0000	No. of Votes – in favour [4] 18461557 0 18461557 3807759 0 0 3807759 937396	No. of Votes -Against 5 0 0 0 0 0 0 0 0 0	% of Votes in favour on votes polled [6]={ 4]/2 }*100 100.0000 0.0000 100.0000 0.0000 0.0000 0.0000 100.0000 100.0000 100.0000 100.0000	on votes polled [7]={[5]/[2]}*100 0.0000 0.0000 0.0000



Resolution Required : (Ordinary / Special)			6. Ordinary Company	- Ratification of rem	uneration of ?	M/s Shome &	Banerjee, Cost Auc	litors of the
Whether promoter/ promoter group	are interested in the agenda/re	solution?	Promoter and	Promoter group have	voted in favor	ir of the Reso	lution (53 56%)	
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –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
E-Votin	E-Voting	18461557	18461557	100.0000	18461557	0	100.0000	0.0000
0	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18461557	100.0000	18461557	0	100.0000	0.0000
	E-Voting		3807759	72.0376	3807759	0	100.0000	0.0000
Public Institutions	Poll	5285795	0	0.0000	0	0	0.0000	0.0000
Public institutions	Ballot	3283793	0	0.0000	0	0	0.0000	0.0000
	Total		3807759	72.0376	3807759	0	100.0000	0.0000
	E-Voting		938769	8.7570	938531	238	99.9746	0.0254
Public Non Institutions	Poll	10720220	4	0.0000	4	0	100.0000	0.0000
Fubile Noti institutions	Ballot	10/20220	0	0.0000	0	0	0.0000	0.0000
	Total		938773	8.7570	938535	238	99.9746	0.0254
Total		34467572	23208089	67.3331	23207851	238	99.9990	0.0010



Annexuere III

COMPANY SECRETARIES

To,

Date: 21/09/2017

The Chairman
M/s. 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 56th Annual General Meeting of M/s. Phillips Carbon Black Limited, held on 21st Day of September, 2017.

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 10th Day of August, 2017, pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 6 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 6. 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 by 26th Day of August, 2017, the dispatch of the relevant notice dated 10th August, 2017 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. 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.

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- I have been shown by the officers of the company, the relevant advertisement of the said notice, in iii. "Business Standard" and in "Aajkal" published on Wednesday, the 30th Day of August, 2017 containing the following information:
 - a. Statement that the business may be transacted by Remote E Voting.
 - Statement that dispatch of notices of the said AGM was completed on 26th day of August, 2017.
 - c. Statement that the period of Remote E Voting would start at 9.00 A.M. on 18th Day of September, 2017 and ends at 5.00 P.M. on 20th Day of September, 2017.
 - d. 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.
 - e. 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.
 - f. The statement that Remote E Voting shall be blocked by M/s. National Securities Depository Limited ("NSDL", here in after) after 5.00 P.M. on 20th Day of September, 2017.
 - g. Website address of the Company and of NSDL, where notice of the aforesaid Annual General Meeting was displayed.
 - h. Contact details, in case of grievances/queries in respect of the Remote E Voting.
- That to the best of my understanding the aforesaid Remote E Voting for the aforesaid resolutions iv. were open for 3 days i.e., from 9:00 A.M. on 18th of September, 2017 to 5:00 P.M. on 20th of September, 2017.
- That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where Remote E Voting ٧. process was provided, was blocked at 5:00 P.M. on 20th Day of September, 2017.
- That after the discussions on the above 6 resolutions at the said AGM were over, a facility for casting vi. 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.
- That the said Remote E voting at portal www.evoting.nsdl.com was unblocked by me at 11.20 A.M. vii. on 21st Day of September, 2017, 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. Sourav Kumar Lal

Souran Kuman Raf.,

Ms. Sukhjit Kaur

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

- viii. The results of Remote E- Voting, containing the detail of votes cast by Remote E Voting mode, has been downloaded from the aforesaid portal of 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 6 resolutions.
- ix. The cut off date for determining eligibility to cast vote was on 14th Day of September, 2017 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 6 Resolutions, are as hereunder:

ORDINARY BUSINESS:

Item No. 1

Adoption of Audited Financial Statements including Consolidated Audited Financial Statements and Reports of Board of Directors and Auditors of the Company for the year ended 31st March, 2017.

i. Voted in favour of the resolution:

No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
178	23207949	99.99%
1	4	0.00001%
179	23207953	99.99%
	Voters (folios) 178	Voters (folios) cast (One Shares, one vote basis) 178 23207949 1 4



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ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	1	50	0.0002%
Through Ballot	NIL	NIL	NIL
Total	1	50	0.0002%

iii. Invalid Votes:

No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
NIL	NIL
1	1
1	1
	Voters (folios)

Item No. 2

Confirmation of Interim Dividend for the year ended 31st March, 2017.

i. Voted in favour of the resolution:

No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
181	23208089	99.99%
1	4	0.00001%
182	23208093	99.99%
	Voters (folios) 181	Voters (folios) cast (One Shares, one vote basis) 181 23208089 1 4

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ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	1	50	0.0002%
Through Ballot	NIL	NIL	NIL
Total	1	50	0.0002%

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	1	1
Total	1	1



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Item No. 3

Re-appointment of Mr. Shashwat Goenka as a Non – Executive Director of the Company, 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)	% of total number of valid votes cast
Remote E- voting	170	22866125	98.53%
Through Ballot	1	4	0.00001%
Total	171	22866129	98.53%

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	10	341879	1.47%
Through Ballot	NIL	NIL	NIL
Total	10	341879	1.47%

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	1	1
Total	1	1



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Item No. 4

Appointment of Messrs. S R Batliboi & Co. LLP as the Statutory Auditors

i. Voted in **favour** of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	174	23108504	99.57%
Through Ballot	1	4	0.0001%
Total	175	23108508	99.57%

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	2	99026	0.43%
Through Ballot	NIL	NIL	NIL
Total	2	99026	0.43%

iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	1	1
Total	1	1



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SPECIAL BUSINESS

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

Item No. 5 as a Special Resolution:

Approval of variation in terms of remuneration of Mr. Kaushik Roy, Managing Director of the Company.

i. Voted in favour of the resolution:

Mode of Voting No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting 166	23206712	99.99%
Through Ballot 1	4	0.00001%
Total 167	23206716	99.99%
Fotal 167	23206716	

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	10	393	0.001%
Through Ballot	NIL	NIL	NIL
Total	10	393	0.001%



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iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	1	1
Total	1	1

Item No. 6 as an Ordinary Resolution:

Ratification of remuneration of M/S. Shome & Banerjee, Cost Auditors of the Company.

i. Voted in favour of the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	171	23207847	99.99%
Through Ballot	1	4	0.00001%
Total	172	23207851	99.99%

ii. Voted against the resolution:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)	% of total number of valid votes cast
Remote E- voting	7	238	0.001%
Through Ballot	NIL	NIL	NIL
Total	7	238	0.001%

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iii. Invalid Votes:

Mode of Voting	No. of Voters (folios)	Number of votes cast (One Shares, one vote basis)
Remote E- voting	NIL	NIL
Through Ballot	1	1
Total	1	1

(D) 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 related to their 56th AGM held on 21st Day of September, 2017, of M/s. Phillips Carbon Black Limited.