

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 General Manager,
Department of Corporate Services,
BSE Ltd.,
1st 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,

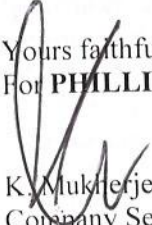
Sub: Outcome of the Fifty – sixth (56th) Annual General Meeting – 21st September, 2017

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 21st 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.pcbltd.com.

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


K. Mukherjee
Company Secretary and Chief Legal Officer

Encl: 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.pcblltd.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:

1. 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:

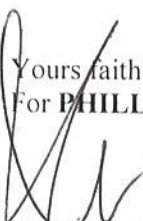
5. Approval of variation in terms of remuneration of Mr. Kaushik Roy, Managing Director of the Company.
6. Ratification of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company.

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.

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


K. Mukherjee
Company Secretary and Chief Legal Officer

"Annexure - II"

Phillips Carbon Black Limited - Details of 56th AGM Voting Results - Regulation 44(3) of SEBI Listing Regulations

Date of the AGM	21st September, 2017
Total number of shareholders on record date, 14th September, 2017	38777
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 478
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Nil

Agenda - wise disclosure

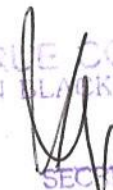
Resolution Required : (Ordinary / Special)		1. Ordinary - Adoption of Audited Financial Statements including Consolidated Audited Financial Statements and Reports of Board of Directors and Auditors of the Company for the financial year ended 31st March, 2017						
Whether promoter/ promoter group are interested in the agenda/resolution?		Promoter and Promoter group have voted in favour of the Resolution (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
Promoter and Promoter Group	E-Voting	18461557	18461557	100.0000	18461557	0	100.0000	0.0000
	Poll		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
Public Institutions	E-Voting	5285795	3807759	72.0376	3807759	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3807759	72.0376	3807759	0	100.0000	0.0000
Public Non Institutions	E-Voting	10720220	938683	8.7562	938633	50	99.9947	0.0053
	Poll		4	0.0000	4	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		938687	8.7562	938637	50	99.9947	0.0053
Total		34467572	23208003	67.3329	23207953	50	99.9998	0.0002

Resolution Required : (Ordinary / Special)		2. Ordinary - Confirmation of Payment of Interim Dividend for the year ended 31st March, 2017						
Whether promoter/ promoter group are interested in the agenda/resolution?		Promoter and Promoter group have voted in favour of the Resolution (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
Promoter and Promoter Group	E-Voting	18461557	18461557	100.0000	18461557	0	100.0000	0.0000
	Poll		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
Public Institutions	E-Voting	5285795	3807759	72.0376	3807759	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3807759	72.0376	3807759	0	100.0000	0.0000
Public Non Institutions	E-Voting	10720220	938823	8.7575	938773	50	99.9947	0.0053
	Poll		4	0.0000	4	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		938827	8.7575	938777	50	99.9947	0.0053
Total		34467572	23208143	67.3333	23208093	50	99.9998	0.0002

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[Signature]
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Resolution Required : (Ordinary / Special)			3. Ordinary - 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					
Whether promoter/ promoter group are interested in the agenda/resolution?			Promoter and Promoter group have voted in favour of the Resolution (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
Promoter and Promoter Group	E-Voting	18461557	18461557	100.0000	18461557	0	100.0000	0.0000
	Poll		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
Public Institutions	E-Voting	5285795	3807759	72.0376	3465983	341776	91.0242	8.9758
	Poll		0	0.0000	0	0	0.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3807759	72.0376	3465983	341776	91.0242	8.9758
Public Non Institutions	E-Voting	10720220	938688	8.7562	938585	103	99.9890	0.0110
	Poll		4	0.0000	4	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		938692	8.7562	938589	103	99.9890	0.0110
Total		34467572	23208008	67.3329	22866129	341879	98.5269	1.4731
Resolution Required : (Ordinary / Special)			4. Ordinary - Appointment of Messrs. S R Batliboi & Co. LLP as the Statutory Auditors of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Promoter and Promoter group have voted in favour of the Resolution (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
Promoter and Promoter Group	E-Voting	18461557	18461557	100.0000	18461557	0	100.0000	0.0000
	Poll		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
Public Institutions	E-Voting	5285795	3807759	72.0376	3708783	98976	97.4007	2.5993
	Poll		0	0.0000	0	0	0.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3807759	72.0376	3708783	98976	97.4007	2.5993
Public Non Institutions	E-Voting	10720220	938214	8.7518	938164	50	99.9947	0.0053
	Poll		4	0.0000	4	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		938218	8.7518	938168	50	99.9947	0.0053
Total		34467572	23207534	67.3315	23108508	99026	99.5733	0.4267
Resolution Required : (Ordinary / Special)			5. Special - Approval of variation in terms of remuneration of Mr. Kaushik Roy, Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Promoter and Promoter group have voted in favour of the Resolution (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
Promoter and Promoter Group	E-Voting	18461557	18461557	100.0000	18461557	0	100.0000	0.0000
	Poll		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
Public Institutions	E-Voting	5285795	3807759	72.0376	3807759	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3807759	72.0376	3807759	0	100.0000	0.0000
Public Non Institutions	E-Voting	10720220	937789	8.7479	937396	393	99.9581	0.0419
	Poll		4	0.0000	4	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		937793	8.7479	937400	393	99.9581	0.0419
Total		34467572	23207109	67.3303	23206716	393	99.9983	0.0017

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Resolution Required : (Ordinary / Special)			6. Ordinary - Ratification of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Promoter and Promoter group have voted in favour of the Resolution (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
Promoter and Promoter Group	E-Voting	18461557	18461557	100.0000	18461557	0	100.0000	0.0000
	Poll		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
Public Institutions	E-Voting	5285795	3807759	72.0376	3807759	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3807759	72.0376	3807759	0	100.0000	0.0000
Public Non Institutions	E-Voting	10720220	938769	8.7570	938531	238	99.9746	0.0254
	Poll		4	0.0000	4	0	100.0000	0.0000
	Ballot		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

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COMPANY SECRETARIES

To,
The Chairman
M/s. Phillips Carbon Black Limited
31, Netaji Subhas Road,
Kolkata - 700001

Date: 21/09/2017



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:
- 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.
 - 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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- 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 Wednesday, the 30th Day of August, 2017 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 26th day of August, 2017.
 - 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.
 - 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 P.M. on 20th Day of September, 2017.
 - 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 18th of September, 2017 to 5:00 P.M. on 20th of September, 2017.
- 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 20th Day of September, 2017.
- vi. That after the discussions on the above 6 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 E - voting at portal www.evoting.nsdl.com was unblocked by me at 11.20 A.M. 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 
 - Ms. Sukhjit Kaur 

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 2475 0112. Hand Held Nos.
9830201949/9831891949.



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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:

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	178	23207949	99.99%
Through Ballot	1	4	0.00001%
Total	179	23207953	99.99%



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 2475 0112. Hand Held Nos.
9830201949/9831891949.

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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

Item No. 2

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

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	181	23208089	99.99%
Through Ballot	1	4	0.00001%
Total	182	23208093	99.99%

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 2475 0112. Hand Held Nos. 9830201949/9831891949.



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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



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 2475 0112. Hand Held Nos.
9830201949/9831891949.

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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



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

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



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

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%

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%



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

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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9830201949/9831891949.



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COMPANY SECRETARIES

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.