



**RP-Sanjiv Goenka  
Group**  
Growing Legacies

  
**Phillips Carbon Black Limited**

27<sup>th</sup> July, 2018

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: Outcome of the Fifty – seventh (57<sup>th</sup>) Annual General Meeting of the Company held on 27<sup>th</sup> July, 2018**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the summary of proceedings of the 57<sup>th</sup> Annual General Meeting of the Company held on Friday, the 27<sup>th</sup> day of July, 2018 at 10:00 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 businesses transacted at the AGM, marked as “**Annexure – II**”. All the Items of business for consideration at the 57<sup>th</sup> 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 27<sup>th</sup> July, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 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.pcblltd.com](http://www.pcblltd.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 57<sup>th</sup> Annual General Meeting – ‘Annexure - I’**

The 57<sup>th</sup> Annual General Meeting (AGM) of the Members of Phillips Carbon Black Limited (“the Company”) commenced at 10.00 A.M on Friday, 27<sup>th</sup> July, 2018 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.) 586 Members were present in person, 48 Members were represented by their proxies and 4 Members were represented by their authorised representatives at the Meeting.
- 2.) Mr. Sanjiv Goenka, Chairman, chaired the 57<sup>th</sup> 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 57<sup>th</sup> 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 24<sup>th</sup> July, 2018 at 9:00 A.M. and concluded on 26<sup>th</sup> July, 2018 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 Saturday, the 28<sup>th</sup> day of July, 2018 at 3 P.M. Such Results alongwith the Scrutinizer’s Report will also be displayed on the website of the Company at [www.pcblltd.com](http://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, 2018.
2. Confirmation of payment of Interim Dividend @ 60% (i.e. Rs. 6/- on the face value of Rs. 10/- per equity share) and to declare Final Dividend @ 60% (i.e. Re. 1.20/- on the face value of Rs. 2/- per equity share) for the financial year ended 31<sup>st</sup> March, 2018.
3. 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.
4. Ratification of appointment of Messrs. S R Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company.

**Special Business:**


5. Increasing the limit of investment by Foreign Portfolio Investors (FPIs) and / or Foreign Institutional Investors (FIIs) in the equity share capital 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 57<sup>th</sup> AGM, as set out in the Notice dated 4<sup>th</sup> May, 2018, have been passed by the Members by the requisite majority through remote e-voting and voting by ballot papers at the AGM venue.

Kindly take the afore-mentioned information in your record and oblige.

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

  
K. Mukherjee  
Company Secretary and Chief Legal Officer

**Enclo:** As above

**"Annexure - II"**

**Phillips Carbon Black Limited - Details of 57th AGM Voting Results - Regulation 44(3) of SEBI Listing Regulations**

<b>Date of the AGM</b>	27th July, 2018
<b>Total number of shareholders on record date, 20th July, 2018</b>	75757
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	4
<b>Public:</b>	634
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoters and Promoter Group:</b>	Nil
<b>Public:</b>	

**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, 2018**

**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	92307785	92307785	100.0000	92307785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92307785</b>	<b>100.0000</b>	<b>92307785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	26717656	20977260	78.5146	20977260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20977260</b>	<b>78.5146</b>	<b>20977260</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	53312419	4800883	9.0052	4800878	5	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		30	0.0001	30	0	100.0000	0.0000
	<b>Total</b>		<b>4800913</b>	<b>9.0053</b>	<b>4800908</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>172337860</b>	<b>118085958</b>	<b>68.5200</b>	<b>118085953</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>

**Resolution Required : (Ordinary / Special)** **2. Ordinary - To confirm Interim Dividend and declare Final Dividend on the Equity shares of the Company for the financial year ended 31st March 2018**

**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	92307785	92307785	100.0000	92307785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92307785</b>	<b>100.0000</b>	<b>92307785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	26717656	20977260	78.5146	20977260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20977260</b>	<b>78.5146</b>	<b>20977260</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	53312419	4806067	9.0149	4806062	5	99.9999	0.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		30	0.0001	30	0	100.0000	0.0000
	<b>Total</b>		<b>4806097</b>	<b>9.0150</b>	<b>4806092</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>172337860</b>	<b>118091142</b>	<b>68.5230</b>	<b>118091137</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>

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Resolution Required : (Ordinary / Special)			3. Ordinary - Re-appointment of Mr. Sanjiv Goenka as a 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	92307785	92307785	100.0000	92307785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92307785</b>	<b>100.0000</b>	<b>92307785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	26717656	20879550	78.1489	20140624	738926	96.4610	3.5390
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20879550</b>	<b>78.1489</b>	<b>20140624</b>	<b>738926</b>	<b>96.4610</b>	<b>3.5390</b>
Public Non Institutions	E-Voting	53312419	4801908	9.0071	4801525	383	99.9920	0.0080
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		30	0.0001	30	0	100.0000	0.0000
	<b>Total</b>		<b>4801938</b>	<b>9.0072</b>	<b>4801555</b>	<b>383</b>	<b>99.9920</b>	<b>0.0080</b>
<b>Total</b>		<b>172337860</b>	<b>117989273</b>	<b>68.4639</b>	<b>117249964</b>	<b>739309</b>	<b>99.3734</b>	<b>0.6266</b>

Resolution Required : (Ordinary / Special)			4. Ordinary - Ratification of appointment of M/S. S R Batliboi & Co. LLP, Chartered Accountants, 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	92307785	92307785	100.0000	92307785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92307785</b>	<b>100.0000</b>	<b>92307785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	26717656	20977260	78.5146	20977260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20977260</b>	<b>78.5146</b>	<b>20977260</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	53312419	4795933	8.9959	4795468	465	99.9903	0.0097
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		30	0.0001	30	0	100.0000	0.0000
	<b>Total</b>		<b>4795963</b>	<b>8.9960</b>	<b>4795498</b>	<b>465</b>	<b>99.9903</b>	<b>0.0097</b>
<b>Total</b>		<b>172337860</b>	<b>118081008</b>	<b>68.5172</b>	<b>118080543</b>	<b>465</b>	<b>99.9996</b>	<b>0.0004</b>

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Resolution Required : (Ordinary / Special)			5. Special - Increasing the limit of Investment by Foreign Portfolio Investors (FPIs) and / or Foreign Institutional Investors (FIIs) in the equity share capital 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	92307785	92307785	100.0000	92307785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92307785</b>	<b>100.0000</b>	<b>92307785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	26717656	20977260	78.5146	20977260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20977260</b>	<b>78.5146</b>	<b>20977260</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	53312419	4801603	9.0065	4799540	2063	99.9570	0.0430
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		30	0.0001	30	0	100.0000	0.0000
	<b>Total</b>		<b>4801633</b>	<b>9.0066</b>	<b>4799570</b>	<b>2063</b>	<b>99.9570</b>	<b>0.0430</b>
<b>Total</b>		<b>172337860</b>	<b>118086678</b>	<b>68.5205</b>	<b>118084615</b>	<b>2063</b>	<b>99.9983</b>	<b>0.0017</b>

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	92307785	92307785	100.0000	92307785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92307785</b>	<b>100.0000</b>	<b>92307785</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	26717656	20977260	78.5146	20977260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20977260</b>	<b>78.5146</b>	<b>20977260</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	53312419	4801678	9.0067	4801053	625	99.9870	0.0130
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		30	0.0001	30	0	100.0000	0.0000
	<b>Total</b>		<b>4801708</b>	<b>9.0068</b>	<b>4801083</b>	<b>625</b>	<b>99.9870</b>	<b>0.0130</b>
<b>Total</b>		<b>172337860</b>	<b>118086753</b>	<b>68.5205</b>	<b>118086128</b>	<b>625</b>	<b>99.9995</b>	<b>0.0005</b>

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**ANJAN KUMAR ROY & CO.**

**COMPANY SECRETARIES**

Annexure - 3

To,  
The Chairman  
M/s. Phillips Carbon Black Limite  
Duncan House, 3<sup>rd</sup> Floor  
31, Netaji Subhas Road,  
Kolkata - 700001

Date: 27/07/2018

**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 57<sup>th</sup> Annual General Meeting of M/s. Phillips Carbon Black Limited, held on 27<sup>th</sup> Day of July, 2018.**

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 4<sup>th</sup> Day of May, 2018, 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 2nd Day of July, 2018, the dispatch of the relevant notice dated 4<sup>th</sup> May, 2018 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.

Office Address : DPS Business Centre, 9A, Sebak Baldya 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.



# 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 "Aajkaal" published on Thursday, the 5<sup>th</sup> Day of July, 2018 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 2<sup>nd</sup> Day of July, 2018.
  - Statement that the period of Remote E - Voting would start at 9.00 A.M. on 24<sup>th</sup> Day of July, 2018 and ends at 5.00 P.M. on 26<sup>th</sup> Day of July, 2018.
  - Statement that the business may be transacted by voting through physical ballot papers 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 26<sup>th</sup> Day of July, 2018.
  - 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 24<sup>th</sup> day of July, 2018 to 5:00 P.M. on 26<sup>th</sup> day of July, 2018.
- v. That to the best of my understanding the portal i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), where Remote E - Voting process was provided, was blocked at 5:00 P.M. on 26<sup>th</sup> Day of July, 2018.
- 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.



Office Address : DPS Business Centre, 9A, Sebak Baldya Street, Kolkata- 700 029. E-mail: [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in)/  
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vii. That the said Remote E - voting at portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at 11:25 AM on 27<sup>th</sup> Day of July, 2018, 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;

- a. Ms. Priyanca Desai *Priyanca Desai*  
b. Ms. Priyanka Singh *Priyanka Singh*

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 20<sup>th</sup> Day of July, 2018 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 as an Ordinary Resolution:

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 31<sup>st</sup> March, 2018.

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	278	118085923	99.9999
Through Ballot	2	30	0.0000
Total	280	118085953	99.9999

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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	5	0.0000
Through Ballot	NIL	NIL	NIL
Total	1	5	0.0000

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	3	17
Total	3	17

Item No. 2 as an Ordinary Resolution:

To confirm Interim Dividend and declare Final Dividend on the Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2018.

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	282	118091107	99.9999
Through Ballot	2	30	0.0000
Total	284	118091137	99.9999

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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	5	0.0000
Through Ballot	NIL	NIL	NIL
Total	1	5	0.0000

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	3	17
Total	3	17



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Item No. 3 as an Ordinary Resolution:

Re-appointment of Mr. Sanjiv Goenka, as a 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	265	117249934	99.3734
Through Ballot	2	30	0.0000
Total	267	117249964	99.3734

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	15	739309	0.6266
Through Ballot	NIL	NIL	NIL
Total	15	739309	0.6266

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	3	17
Total	3	17



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Item No. 4 as an Ordinary Resolution:

Ratification of appointment of Messrs. S R Batliboi & Co. LLP, Chartered Accountants, as the Statutory 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	271	118080513	99.9996
Through Ballot	2	30	0.0000
Total	273	118080543	99.9996

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	4	465	0.0004
Through Ballot	NIL	NIL	NIL
Total	4	465	0.0004

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	3	17
Total	3	17



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# 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:

Increasing the limit of Investment by Foreign Portfolio Investors (FPIs) and/or Foreign Institutional Investors (FIIs) in the equity share capital 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	272	118084585	99.9982
Through Ballot	2	30	0.00
Total	274	118084615	99.9982

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	9	2063	0.0017
Through Ballot	NIL	NIL	NIL
Total	9	2063	0.0017



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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	3	17
Total	3	17

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	274	118086098	99.9994
Through Ballot	2	30	0.00
Total	276	118086128	99.9994

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	6	625	0.0005
Through Ballot	NIL	NIL	NIL
Total	6	625	0.0005



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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	3	17
Total	3	17

- (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 57<sup>th</sup> AGM held on 27<sup>th</sup> Day of July, 2018, of M/s. Phillips Carbon Black Limited.*