

10th August, 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 Board Meeting – Financial Results Updates for the Financial Year ended 31st March, 2017 in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to Regulation 30 and 33 of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company, at its meeting held today, i.e. 10th August, 2017, has inter alia, approved the Audited Annual Accounts of the Company for the Financial Year ended 31st March, 2017, after giving effect to the merger of its wholly owned subsidiary, Goodluck Dealcom Private Limited as mentioned herein below:-

1. Audited Financial Results (Standalone and Consolidated) for the Quarter / Financial Year ended 31st March, 2017 along with the Statement of Assets and Liabilities as at 31st March, 2017, (enclosed herewith marked as “**Annexure – A**”).
2. Auditors’ Report for the Audited Financial Results (Standalone and Consolidated) for the Financial Year ended 31st March, 2017, (enclosed herewith marked as “**Annexure – B**”).
3. Declaration of Unmodified Audit Report pursuant to Regulation 33(3)(d) of the SEBI Listing Regulations, (enclosed herewith marked as “**Annexure – C**”).

Besides, as already intimated to you in the Outcome of the Board Meeting held on 25th May, 2017, this is to again inform you that the current Statutory Auditors of the Company, M/S. Price Waterhouse (Firm Regn. No. 301112E) shall hold office up to the conclusion of the forthcoming 56th Annual General Meeting (AGM) of the Company. M/S S.R Batliboi & Co.

Anurag Kohata
for



LLP (Firm Regn. No. - 301003E/E30005) has been appointed as the Statutory Auditors for an initial term of 5 years from the conclusion of the forthcoming 56th AGM till the conclusion of the 61st AGM of the Company, subject to the approval of the Members of the Company at the forthcoming AGM.

The meeting of the Board of Directors commenced at 12:00 noon and concluded at 1:15 P.M. The afore-mentioned information shall also be duly posted on the website of the Company, viz. www.pcblltd.com.

Kindly take the afore-mentioned information in records and oblige.

Yours faithfully,

For **PHILLIPS CARBON BLACK LIMITED**

Amita Lakshmi
for

K. Mukherjee

Company Secretary and Chief Legal Officer



Enclo: As above

Phillips Carbon Black Limited

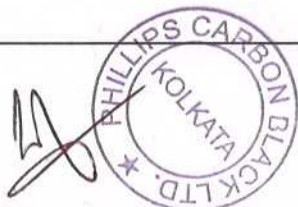
Registered Office : 31, Netaji Subhas Road, Kolkata - 700 001. CIN : L23109WB1960PLC024602
Statement of Standalone / Consolidated Financial Results for the Quarter and Year ended 31st March, 2017

(₹ in Crores)

Particulars	Standalone					Consolidated	
	Quarter ended			Year ended		Year ended	
	31.03.2017	31.12.2016	31.03.2016	31.03.2017	31.03.2016	31.03.2017	31.03.2016
	Unaudited	Unaudited	Published	Audited	Audited	Audited	Audited
Revenue from Operations	605.31	538.60	505.10	2,131.27	2,115.47	2,131.27	2,115.47
Other Operating Income	9.99	5.42	5.50	18.94	14.35	18.64	16.49
Total Income	615.30	544.02	510.60	2,150.21	2,129.82	2,149.91	2,131.96
Expenses							
Cost of materials consumed	347.57	316.39	280.30	1,221.26	1,291.46	1,221.26	1,291.46
Purchases of Stock-in-trade (carbon black feed stock)	-	-	17.48	-	17.48	-	17.48
Changes in inventories of finished goods	3.49	(7.50)	14.29	15.28	35.61	15.28	35.61
Excise duty	55.33	53.13	50.44	204.31	221.38	204.32	221.38
Employee benefits expense	14.34	20.42	13.73	81.80	72.61	81.97	72.79
Finance costs	14.00	11.72	12.48	51.45	71.83	51.45	72.10
Hedging cost and Foreign Exchange Fluctuation (Net)	(0.04)	7.32	11.01	27.43	34.66	27.11	34.54
Depreciation and amortisation expense	15.00	15.26	15.52	60.62	62.15	60.62	62.15
Other expenses	101.80	84.10	79.90	322.53	276.39	323.21	277.05
Total Expenses	551.49	500.84	495.15	1,984.68	2,083.57	1,985.22	2,084.56
Profit before Tax	63.81	43.18	15.45	165.53	46.25	164.69	47.40
Tax expense							
Current Tax	13.62	8.13	4.92	36.11	13.05	36.12	13.18
Deferred Tax	21.94	15.94	7.80	59.88	18.29	59.89	18.31
Total tax expenses	35.56	24.07	12.72	95.99	31.34	96.01	31.49
Profit after tax	28.25	19.11	2.73	69.54	14.91	68.68	15.91
Other Comprehensive Income (OCI)							
Items that will be reclassified to profit or loss (Net of tax) :							
Exchange difference on translation of foreign operations	-	-	-	-	-	(1.70)	1.05
Items that will not be reclassified to profit or loss (Net of tax) :							
Remeasurements of defined benefit plans (net of tax)	(0.99)	(0.19)	0.22	(1.55)	(0.33)	(1.55)	(0.33)
Changes in fair value of Equity Instruments through OCI	34.60	4.30	(0.03)	54.86	(0.07)	54.86	(21.98)
Total Other Comprehensive Income (Net of tax)	33.61	4.11	0.19	53.31	(0.40)	51.61	(21.26)
Total Comprehensive Income	61.86	23.22	2.92	122.85	14.51	120.29	(5.35)
Profit attributable to :							
Owner of the equity	-	-	-	-	-	69.28	16.33
Non-controlling interest	-	-	-	-	-	(0.60)	(0.42)
Other Comprehensive Income attributable to :							
Owner of the equity	-	-	-	-	-	51.86	(21.45)
Non-controlling interest	-	-	-	-	-	(0.25)	0.19
Total Comprehensive Income attributable to :							
Owner of the equity	-	-	-	-	-	121.14	(5.13)
Non-controlling interest	-	-	-	-	-	(0.85)	(0.22)
Paid-up Equity Share Capital (Equity Shares of Rs. 10/- each)	34.47	34.47	34.47	34.47	34.47	34.47	34.47
Earning per share (EPS) (Rs.)							
Basic & Diluted (Not annualised)	8.20	5.54	0.80	20.17	4.33	19.93	4.62

Segment Information

Particulars	Standalone					Consolidated	
	Quarter ended			Year ended		Year ended	
	31.03.2017	31.12.2016	31.03.2016	31.03.2017	31.03.2016	31.03.2017	31.03.2016
	Unaudited	Unaudited	Unaudited	Audited	Audited	Audited	Audited
1. Segment Revenue :							
(a) Carbon Black	581.71	518.70	483.55	2,046.18	2,039.65	2,046.18	2,039.65
(b) Power	38.73	32.54	41.35	141.61	129.19	141.61	129.19
Total	620.44	551.24	524.90	2,187.79	2,168.84	2,187.79	2,168.84
Less : Inter Segment Revenue	15.13	12.64	19.80	56.52	53.37	56.52	53.37
Net Sales / Income from Operations	605.31	538.60	505.10	2,131.27	2,115.47	2,131.27	2,115.47
2. Segment Profit Before Interest and Tax :							
(a) Carbon Black	79.34	46.35	15.29	197.22	96.21	196.82	95.61
(b) Power	26.72	22.24	31.25	96.28	89.44	96.28	89.44
Total	106.06	68.59	46.54	293.50	185.65	293.10	185.05
Less : (i) Interest	14.00	11.72	12.48	51.45	71.83	51.45	72.10
(ii) Other Un-allocable Expenditure net off Un-allocable Income	28.25	13.69	18.61	76.52	67.57	76.96	65.55
Total Profit Before Tax	63.81	43.18	15.45	165.53	46.25	164.69	47.40
Segment Assets							
Carbon Black	1,874.77	1,819.16	1,910.37	1,874.77	1,910.37	1,909.25	1,948.96
Power	314.76	308.66	328.34	314.76	328.34	314.76	328.34
Unallocated	372.40	541.88	247.13	372.40	247.13	351.00	313.51
Segment Liabilities							
Carbon Black	445.09	389.54	310.50	445.09	310.50	447.03	312.45
Power	6.11	0.76	0.39	6.11	0.39	6.11	0.39
Unallocated	984.80	1,144.48	1,182.59	984.80	1,182.59	986.34	1,226.48



Notes to the Financial Statement
1. Statement of Assets and Liabilities as at 31st March, 2017

(₹ In Crores)

Particulars	Standalone		Consolidated	
	As at 31.03.2017 (Audited)	As at 31.03.2016 (Audited)	As at 31.03.2017 (Audited)	As at 31.03.2016 (Audited)
ASSETS				
Non-current assets				
Property, Plant and Equipment	1,383.06	1,415.71	1,383.06	1,415.71
Investment Properties	4.48	-	4.48	-
Goodwill	-	-	0.04	0.04
Capital work-in-progress	73.75	73.35	79.58	79.71
Intangible assets	-	0.13	-	0.13
Financial Assets				
(i) Investments	213.99	63.07	195.79	130.05
(ii) Loans	17.91	17.37	13.26	13.14
Deferred tax assets (net)	-	-	-	0.58
Other non-current assets	4.45	5.02	32.23	34.78
Total Non-current assets	1,697.64	1,574.65	1,708.44	1,674.14
Current assets				
Inventories	243.52	244.22	243.52	244.22
Financial Assets				
(i) Other Investments	95.03	98.08	95.03	98.08
(ii) Trade receivables	465.66	438.15	465.66	438.15
(iii) Cash and cash equivalents	22.33	48.59	23.23	49.84
(iv) Other bank balances	2.69	2.02	2.69	2.02
(v) Loans	0.51	0.64	0.51	1.94
(vi) Other Financial Assets	0.53	7.28	0.53	7.70
Other current assets	34.02	72.21	34.89	74.72
Total Current assets	864.29	911.19	866.06	916.67
TOTAL ASSETS	2,561.93	2,485.84	2,574.50	2,590.81
EQUITY AND LIABILITIES				
EQUITY				
Equity Share capital	34.47	34.47	34.47	34.47
Other Equity	1,091.46	957.89	1,096.23	1,010.35
	1,125.93	992.36	1,130.70	1,044.82
Non Controlling Interest	-	-	5.83	6.67
TOTAL EQUITY	1,125.93	992.36	1,136.53	1,051.49
LIABILITIES				
Non-current liabilities				
Financial Liabilities				
(i) Borrowings	190.16	204.37	190.16	204.37
(ii) Other financial liabilities	-	0.59	-	0.59
Provisions	4.94	4.22	4.94	4.22
Deferred tax liabilities (Net)	204.67	147.96	204.67	147.96
Total Non-current liabilities	399.77	357.14	399.77	357.14
Current liabilities				
Financial Liabilities				
(i) Borrowings	548.14	703.58	548.14	705.35
(ii) Trade payables	413.35	269.33	415.27	271.25
(iii) Other financial liabilities	50.56	146.15	50.59	187.71
Other current liabilities	16.45	13.36	16.46	13.82
Provisions	5.66	3.53	5.66	3.53
Current Tax Liabilities (Net)	2.07	0.39	2.08	0.52
Total Current liabilities	1,036.23	1,136.34	1,038.20	1,182.18
TOTAL EQUITY AND LIABILITIES	2,561.93	2,485.84	2,574.50	2,590.81

2. A Scheme of Amalgamation of Goodluck Deacom Private Limited, an erstwhile wholly owned subsidiary of the Company ("GDPL") with the Company was filed in 2016-17 before the applicable regulatory authorities in keeping with the provision of the applicable statute ("the Scheme").

The Financial Statements of the Company for the year ended 31st March, 2017 were first approved by the Board of Directors at its meeting held on 25th May, 2017 without giving effect of the amalgamation of the Transferor Company with the Company pending receipt of the Order from the National Company Law Tribunal, Kolkata ("NCLT"). On receipt of the Order dated 19th July, 2017 from NCLT sanctioning the Scheme and filing the Scheme with the Registrar of Companies on 21st July, 2017 the financial statements approved on 25th May, 2017 as aforesaid, have been revised by the Company only to give effect to the aforesaid amalgamation with effect from the Appointed Date of 1st April, 2016 in keeping with the Scheme and with the applicable Accounting Standards. The aforesaid revised accounts have been reviewed by the Audit Committee and approved by the Board of Directors on August 10, 2017.

Accordingly the unaudited figures for the quarter ended December 31, 2016, March 31, 2017 and audited figures for the year ended March 31, 2017 published/ filed with Stock Exchanges have been restated/ revised to give effect to the sanctioned Scheme.



3. This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. Beginning April 1, 2016 the Company has for the first time adopted Ind AS with the transition date of April 1, 2015. The Comparative figures for the quarter and year ended 31 March 2016 have been restated by the Management as per Ind AS.
4. An interim dividend @ 60% (Rs. 6/- per equity share) for the year ended 31 March 2017 was declared at the meeting of the Board of the Directors of the Company held on March 1, 2017.
5. The above results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 10th August, 2017.
6. The figures for the quarter ended 31st March, 2017 and 31st March, 2016 are the balancing figures between audited figures in respect of the full financial year and the published year to-date figures upto the nine month of the relevant financial year.
7. Figures of the prior year/periods have been regrouped and/or reclassified wherever considered necessary.
8. Reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below :

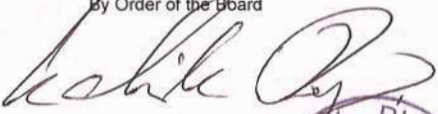
Particulars	Quarter ended 31.03.2016	Year ended 31.03.2016	Year ended 31.03.2016
	Standalone	Standalone	Consolidated
Profit after tax as per previous GAAP	6.82	22.86	21.02
Ind AS Adjustments:			
Fair valuation of investments in Mutual funds through Profit and Loss	0.06	0.08	0.08
Loss on sale of equity routed through OCI	-	-	0.01
Fair valuation of investments in other than equity instruments through retained earnings	-	-	2.39
Fair valuation of derivatives	(5.76)	(8.67)	(8.67)
Allowance for expected credit losses on trade receivables	0.18	(0.02)	(0.02)
Borrowing-transaction cost adjustment	(0.20)	(0.92)	(0.92)
Discontinuation of capitalisation of foreign exchange gain on long term non monetary assets	6.31	9.96	9.96
Depreciation impact on above discontinuation of capitalisation	(1.54)	(1.54)	(1.54)
Additional depreciation on revaluation of fixed assets	(2.82)	(5.64)	(5.64)
Remeasurement of profit on sale of fixed assets consequent to revaluation	0.00	(4.07)	(4.07)
Remeasurement of post-employment benefit Obligations	0.18	0.74	0.74
Unwinding of Interest on loan	0.09	0.38	-
Impairment in value of investment in Subsidiary	(1.10)	(1.10)	-
Tax effect of adjustments	0.51	2.85	2.57
Profit after tax as per Ind AS	2.73	14.91	15.91
Other Comprehensive Income	0.19	(0.40)	(21.26)
Total Comprehensive Income as per Ind AS	2.92	14.51	(6.35)

9. Reconciliation of total equity as reported in previous GAAP to Ind AS is as under :

Particulars	Year ended 31.03.2016	Year ended 31.03.2016
	Standalone	Consolidated
Total equity (shareholder's funds) as per previous GAAP	622.77	619.10
Adjustments:		
Fair valuation of investments in equity instruments through OCI	0.37	51.48
Fair valuation of investments in other than equity instruments through Retained earning	-	(7.19)
Fair valuation of investments in Mutual funds through Profit and Loss	0.08	0.08
Fair valuation of investments in subsidiary	(10.92)	-
Fair valuation of derivatives	6.57	6.57
Allowance for expected credit losses on trade receivables	(0.84)	(0.84)
Proposed dividend (including tax on proposed dividend)	10.37	10.37
Borrowing-transaction cost adjustment	1.09	1.09
Discontinuation of capitalisation of foreign exchange gain on long term non monetary assets	9.96	9.96
Depreciation impact on discontinuation of capitalisation	(1.54)	(1.54)
Revaluation of fixed assets	617.65	617.65
Additional depreciation on above revaluation of fixed assets	(5.64)	(5.64)
Remeasurement of profit on sale of fixed assets consequent to above revaluation	(4.07)	(4.07)
Unwinding of Interest on loan	0.38	-
Impairment in value of investment in subsidiary	(1.10)	-
Tax effect of adjustments	(152.77)	(152.20)
Total adjustments	469.69	625.72
Total equity as per Ind AS	992.36	1,044.82

Kolkata
10th August, 2017



By Order of the Board

Kaushik Roy
Managing Director
DIN : 06513489



Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF PHILLIPS CARBON BLACK LIMITED****Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements**

1. This Report supersedes our Report dated May 25, 2017.
2. We have audited the accompanying standalone Ind AS financial statements of Phillips Carbon Black Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017 the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information, in which is incorporated the Ind AS financial statements/ financial information of Goodluck Dealcom Private Limited ("Transferor Company") for the year ended on that date audited by another firm of Chartered Accountants (refer sub-paragraph 11 of the Other Matters Paragraph below).

Management's Responsibility for the Standalone Ind AS Financial Statements

3. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

4. Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.
5. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
6. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

Price Waterhouse, Plot No. Y 14, Block EP, Sector V, Salt Lake Electronic Complex, Bidhan Nagar, Kolkata - 700 091
T: +91 (33) 44001111 / 44662000, F: +91 (33) 44043065



Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Phillips Carbon Black Limited
Report on the Standalone Ind AS Financial Statements
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7. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.
8. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor for the Transferor Company in terms of their report referred to in sub-paragraph 11 of the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

9. In our opinion and to the best of our information and according to the explanations given to us, and based on the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph below, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its total comprehensive income (comprising of loss and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

10. We draw attention to Note 30 to the standalone Ind AS financial statements which describes the basis for revision of the standalone Ind AS financial statements consequent to the amalgamation of the Transferor Company with the Company, pursuant to a Scheme of Amalgamation sanctioned by the National Company Law Tribunal ("NCLT") vide its order dated July 19, 2017 and filed with the Registrar of Companies on July 21, 2017 (the "Scheme"). We further report that, our audit procedures on the subsequent events in so far as it relates to the revision to the standalone Ind AS financial statements (as amended) are restricted solely to the aforesaid matter relating to the Scheme and no effect have been given for any other events, if any, occurring after May 25, 2017 (being the date on which the standalone Ind AS financial statements were first approved by the Board of Directors of the Company and reported upon by us by our report of that date).

Our opinion is not modified in respect of this matter.



Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Phillips Carbon Black Limited

Report on the Standalone Ind AS Financial Statements

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Other Matters

11. The standalone Ind AS financial statements of the Company for the period April 1, 2016 to March 31, 2017 include the Ind AS financial statements/ financial information of the Transferor Company consequent to its amalgamation into the Company with the appointed date of April 1, 2016 (referred to in Note 30 to the standalone Ind AS financial statements). We did not audit the Ind AS financial statements/ financial information of the Transferor Company for year ended March 31, 2016, the transition date opening balance sheet as at April 1, 2015 and for the period April 1, 2016 to March 31, 2017, included in the standalone Ind AS financial statements of the Company, whose Ind AS financial statements/ financial information reflect total assets of Rs 20,072.32 lakhs as at March 31, 2017, Rs 13,182.93 lakhs as at March 31, 2016 and Rs 15,150.49 lakhs as at March 31, 2015, net assets of Rs 13,843.44 lakhs as at March 31, 2017, Rs 8,794.78 lakhs as at March 31, 2016 and Rs 10,787.14 lakhs as at March 31, 2015, total comprehensive income (comprising of profit/(loss) and other comprehensive income) of Rs 5,048.61 lakhs and Rs (1,992.35) lakhs for the years ended March 31, 2017 and March 31, 2016 respectively, total revenue of Rs 806.27 lakhs and Rs 672.06 lakhs for the years ended March 31, 2017 and March 31, 2016 respectively and net cash flows amounting to Rs 454.36 lakhs and Rs 0.03 lakhs for the years ended March 31, 2017 and March 31, 2016 respectively as considered in the standalone Ind AS financial statements. The said Ind AS financial statements/ financial information of the Transferor Company has been audited by other auditor, whose report dated August 5, 2017 has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the Transferor Company and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the Transferor Company, is based solely on the report of the other auditor.

Our opinion on the standalone Ind AS financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matter and with respect to our reliance on the work done and the report of the other auditor.

12. The financial information of the Company (other than for the Transferor Company referred to in sub-paragraph 11 above) for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in these standalone Ind AS financial statements are based on the previously issued statutory financial statements for the years ended March 31, 2016 and March 31, 2015 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended), which were audited by us, on which we expressed an unmodified opinion dated May 13, 2016, and May 6, 2015 respectively. The adjustments to those standalone Ind AS financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not modified in respect of this matter.



Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Phillips Carbon Black Limited
Report on the Standalone Ind AS Financial Statements
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Report on Other Legal and Regulatory Requirements

13. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us and based on the report of the other auditor for the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph above, we give in the Annexure B a statement on the matters specified in Paragraphs 3 and 4 of the Order.
14. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and from the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company as referred to in sub-paragraph 11 of the Other Matters Paragraph above.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account and the Ind AS financial statements/ financial information of the Transferor Company audited by the other auditor referred to in sub-paragraph 11 of the Other Matters Paragraph above.
 - (d) In our opinion, and based on the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph above, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors, taken on record by the Board of Directors and based on the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company as referred to in sub-paragraph 11 of the Other Matters Paragraph above, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us and based on the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph above:
 - i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017 on its financial position in its standalone Ind AS financial statements – Refer Note 24 to standalone Ind AS Financial Statements;



Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Phillips Carbon Black Limited

Report on the Standalone Ind AS Financial Statements

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- ii. The Company has long-term contracts and derivative contracts as at March 31, 2017 for which there were no material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
- iv. The Company has provided requisite disclosures in the standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation and based on the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph above, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 37 to the standalone Ind AS financial statements.

Kolkata
August 10, 2017

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Pinaki Chowdhury
Partner
Membership Number: 57572

Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PHILLIPS CARBON BLACK LIMITED

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

1. This Report supersedes our Report dated May 25, 2017.
2. We have audited the accompanying consolidated Ind AS financial statements of Phillips Carbon Black Limited ("hereinafter referred to as the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"); (refer Note 40 to the attached consolidated Ind AS financial statements), comprising of the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records in which is incorporated the Ind AS financial statements/ financial information of Goodluck Dealcom Private Limited ("Transferor Company") for the year ended on that date audited by another firm of Chartered Accountants (refer sub-paragraph 11 of the Other Matters Paragraph below) (hereinafter referred to as "the consolidated Ind AS Financial Statements")

Management's Responsibility for the consolidated Ind AS Financial Statements

3. The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the Group in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.



Price Waterhouse, Plot No. Y 14, Block EP, Sector V, Salt Lake Electronic Complex, Bidhan Nagar
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Head office: Plot No. Y 14, Block EP, Sector V, Salt Lake Electronic Complex, Bidhan Nagar, Kolkata - 700 091

Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of PHILLIPS CARBON BLACK LIMITED

Report on the Consolidated Ind AS Financial Statements

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Auditors' Responsibility

4. Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report.
5. We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 10 and 11 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, and based on the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph below, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2017, and their consolidated total comprehensive income (comprising of consolidated loss and consolidated other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.



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Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of PHILLIPS CARBON BLACK LIMITED

Report on the Consolidated Ind AS Financial Statements

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Emphasis of Matter

9. We draw attention to Note 38 to the consolidated Ind AS financial statements which describes the basis for revision of the consolidated Ind AS financial statements consequent to the amalgamation of the Transferor Company with the Holding Company, pursuant to a Scheme of Amalgamation sanctioned by the National Company Law Tribunal ("NCLT") vide its order dated July 19, 2017 and filed with the Registrar of Companies on July 21, 2017 (the "Scheme"). We further report that, our audit procedures on the subsequent events in so far as it relates to the revision to the consolidated Ind AS financial statements (as amended) are restricted solely to the aforesaid matter relating to the Scheme and no effect have been given for any other events, if any, occurring after May 25, 2017 (being the date on which the consolidated Ind AS financial statements were first approved by the Board of Directors of the Holding Company and reported upon by us by our report of that date).

Our opinion is not modified in respect of this matter.

Other Matters

10. We did not audit the Ind AS financial statements/financial information of one subsidiary (including step down subsidiaries) whose Ind AS financial statements/ financial information reflect total assets of Rs 3,537.65 lakhs and net assets of Rs 2,721.75 lakhs as at March 31, 2017, total revenue of Rs. 12.19 lakhs, total comprehensive income (comprising of loss and other comprehensive income) of Rs 276.39 lakhs and net cash flows amounting to Rs (35.58) lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements/ financial information have been audited by other auditors whose report has been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditors.
11. The Consolidated Ind AS financial statements of the Group for the period April 1, 2016 to March 31, 2017 include the Ind AS financial statements/ financial information of the Transferor Company consequent to its amalgamation into the Holding Company, with the appointed date of April 1, 2016 (referred to in Note 38 to the consolidated Ind AS financial statements). We did not audit the Ind AS financial statements/ financial information of the Transferor Company for the period April 1, 2016 to March 31, 2017, included in the consolidated Ind AS financial statements of the Company, whose Ind AS financial statements/ financial information reflect total assets of Rs 20,072.32 lakhs as at March 31, 2017, net assets of Rs 13,843.44 lakhs as at March 31, 2017, total comprehensive income (comprising of loss and other comprehensive income) of Rs 5,048.61 lakhs, total revenue of Rs 806.27 lakhs and net cash flows amounting to Rs 454.36 lakhs for the year ended March 31, 2017, as considered in the consolidated Ind AS financial statements. The said Ind AS financial statements/ financial information of the Transferor Company, has been audited by other auditor whose report dated August 5, 2017 has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the Transferor Company and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the Transferor Company, is based solely on the report of the other auditor.



Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of PHILLIPS CARBON BLACK LIMITED

Report on the Consolidated Ind AS Financial Statements

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Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

12. The comparative financial information of the Group for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in these consolidated Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2016 and March 31, 2015 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us, on which we expressed an unmodified opinion dated May 13, 2016 and May 6, 2015 respectively. The adjustments to those consolidated Ind AS financial statements for the differences in accounting principles adopted by the Group on transition to the Ind AS have been audited by us and other auditors (for the Ind AS financial statements/ financial information of one subsidiary and for the Transferor Company as considered in the consolidated Ind AS financial statements).

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

13. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
 - (b) In our opinion, proper books of account as required by law have been kept by the Holding Company, including relevant records relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and from the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company as referred to in sub-paragraph 11 of the Other Matters Paragraph above.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company including relevant records relating to the preparation of the consolidated Ind AS financial statements and the Ind AS financial statements/ financial information of the Transferor Company audited by the other auditor referred to in sub-paragraph 11 of the Other Matters Paragraph above.
 - (d) In our opinion, and based on the report of the other auditor on the Ind AS financial statements/ financial information of the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph above, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors, taken on record by the Board of Directors and based on the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company as referred to in sub-paragraph 11 of the Other Matters Paragraph above, none of the directors of the Holding Company is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.



Price Waterhouse

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of PHILLIPS CARBON BLACK LIMITED

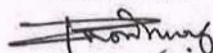
Report on the Consolidated Ind AS Financial Statements

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- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the report of the other auditor on the Ind AS financial statements/ financial information of the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph above:
- i. The consolidated Ind AS financial statements disclose the impact, if any, of pending litigations as at March 31, 2017 on the consolidated financial position of the Group – Refer Note 24 to the consolidated Ind AS financial statements.
 - ii. The Group has long-term contracts and derivative contracts as at March 31, 2017 for which there were no material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2017.
 - iv. The Group has provided requisite disclosures in the consolidated Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation and based on the report of the other auditor on the Ind AS financial statements/ financial information for the Transferor Company referred to in sub-paragraph 11 of the Other Matters Paragraph above, we report that the disclosures are in accordance with books of account maintained by the Holding Company and as produced to us by the Management – Refer Note 37 to the consolidated Ind AS financial statements.

Kolkata
August 10, 2017

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants



Pinaki Chowdhury
Partner
Membership Number: 57572

Annexure - C

10th August, 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,

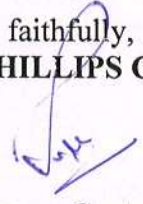
Sub:- Declaration pursuant to Regulation 33(3)(d) of the SEBI Listing Regulations

I, Raj Kumar Gupta, Chief Financial Officer (CFO) of Phillips Carbon Black Limited (CIN: L23109WB1960PLC024602) having its Registered Office at 31, Netaji Subhas Road, Kolkata – 700001 hereby declare that, the Statutory Auditors of the Company, M/S. Price Waterhouse (Firm Regn No. - 301112E), have issued an Audit Report with unmodified opinion on the Audited Financial Results of the Company (Standalone and Consolidated) for the Financial Year ended 31st March, 2017, after giving effect to the merger of its wholly owned subsidiary, Goodluck Dealcom Private Limited.

This declaration is given in compliance to Regulation 33(3)(d) of the SEBI Listing Regulations, as amended by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 vide its Notification No. – SEBI/LAD-NRO/GN/2016-17/001 dated 25th May, 2016 and SEBI Circular No. – CIR/CFD/CMD/56/2016 dated 27th May, 2016.

Kindly take this declaration on your records.

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


Raj Kumar Gupta
Chief Financial Officer