

Date:- 6th July, 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 Postal Ballot – Declaration of the Postal Ballot Results with respect to Postal Ballot Notice dated 25th May, 2017

Further to our letter dated 2nd June, 2017 with respect to the Postal Ballot Notice dated 25th May, 2017 for seeking approval of the Public Shareholders of the Company (without participation of the Promoter and Promoter Group) vide SEBI Circular No. – CIR/CFD/CMD/16/2015 dated 30th November, 2015, this is to inform you that the Company had provided the facility of Postal Ballot and E-voting to its Public Shareholders for the approval of the Scheme of Amalgamation between Goodluck Dealcom Private Limited (the “Transferor Company”) and Phillips Carbon Black Limited (the “Transferee Company”) (hereinafter referred to as the “Scheme of Amalgamation”).

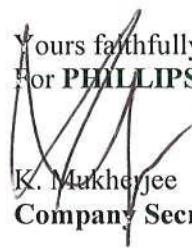
Accordingly, voting by the public shareholders has been carried out through the Postal Ballot and the E-Voting processes. The afore-mentioned voting concluded on Wednesday, 5th July, 2017 at 5 P.M.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Voting Results in the prescribed format along with the Scrutinizers’ Report dated 6th July, 2017 issued by Mr. Anjan Kumar Roy, Practicing Company Secretary (FCS – 5684, CP – 4557).

Accordingly, the proposed Resolution approving the Scheme has been passed with requisite majority as required by the SEBI Circular. The results will also be available on the website of the Company at www.pcblltd.com.

We request you to take the above information on your records.

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


K. Mukherjee
Company Secretary & Chief Legal Officer

Name of the Company		Phillips Carbon Black Limited						
Date of the AGM / EGM		Postal Ballot / E-Voting period - 6th June, 2017 to 5th July, 2017						
Total number of shareholders on record date, 26th May, 2017		33541						
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:		N.A.						
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:		N.A.						
Resolution Required : (Ordinary / Special)		Approval of Scheme of Amalgamation of Goodluck Dealcom Private Limited with Phillips Carbon Black Limited and their respective shareholders passed with requisite majority						
Whether promoter/ promoter group are interested in the agenda/resolution?		As per SEBI Circular No. - CIR/CFD/CMD/16/2015 dated 30th November, 2015, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour are more than the number of votes cast by the public shareholders against it						
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
Promoter and Promoter Group	E-Voting	18461557	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	3972040	2240545	56.4079	2240545	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2240545	56.4079	2240545	0	100.0000	0.0000
Public Non Institutions	E-Voting	12033975	1215481	10.1004	1215215	266	99.9781	0.0219
	Postal Ballot		436942	3.6309	436876	66	99.9849	0.0151
	Total		1652423	13.7313	1652091	332	99.9799	0.0201
Total		34467572	3892968	11.2946	3892636	332	99.9914	0.0084

SECRETARY

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 06/07/2017

The Chairman
Phillips Carbon Black Limited
31, Netaji Subhas Road,
Kolkata – 700 001

Sub: Scrutinizer's Report on the "Voting through Postal Ballot, including remote electronic voting", pursuant to the Notice dated 25/05/2017, for and in respect of proposed Scheme of Amalgamation between "Goodluck Dealcom Private Limited" ('Transferor Company') and Phillips Carbon Black Limited ('Transferee Company').

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, on the 25/05/2017 pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 to carry out the scrutiny of the "Remote E – Voting" and "Voting through Postal Ballot", for the proposed Scheme of Amalgamation of Goodluck Dealcom Private Limited with Phillips Carbon Black Limited ("Scheme of Amalgamation", here in after).
- (B) Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the relevant rules thereof and read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I have conducted the scrutiny of the aforesaid "Voting through Postal Ballot, including Remote E- Voting", in respect of the proposed "Scheme of Amalgamation" of Goodluck Dealcom Private Limited ("Transferor Company", here in after), which is a wholly owned subsidiary of Phillips Carbon Black Limited with Phillips Carbon Black Limited ("Transferee Company" here in after), pursuant to the notice dated 25/05/2017 ("the Notice", here in after). I submit my report hereunder;

- (1) The Company on 05/06/2017 completed the dispatch of Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Forms with self-addressed postage prepaid envelope to its Public Shareholders whose E-mail IDs are not registered with the Company but whose names appeared on the Register of Members / Record of Depositories on 26/05/2017. In respect of those Public Shareholders whose e-mail ID's are registered with the company, the Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Forms were sent by e-mail on the same date, i.e. 05/06/ 2017 both through the Registrar and Share Transfer Agents of the Company, viz. Link Intime India Pvt. Limited and the Depository Participant of

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.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

the Company, viz. National Securities Depository Limited (NSDL). The company provided the Members with the option to vote electronically on the e-voting platform, maintained by NSDL, as an alternate, for its Members to enable them to cast their votes electronically, instead of responding to Postal Ballot Forms physically. "The Notice" mentioned, *inter alia*, that the business shall be transacted through Remote E-Voting as well as voting by Postal Ballots and that the members can vote either by Remote E-Voting or by Postal Ballots. "The Notice" also mentioned that the company was providing it's members the facility to vote electronically.

(2) I have been shown by the officers of the company, the relevant advertisement of "The Notice", in an English newspaper, "**Business Standard**" and in a Bengali newspaper "**Aajkal (Kolkata) Edition**" published on Tuesday, the 6th Day of June, 2017, containing the following information:

- a. Statement that the business may be transacted either by Postal Ballot or by E-Voting.
- b. The date of completion of sending of notices.
- c. The date and time of commencement of Postal Ballot and Remote E - Voting.
- d. The date and time of end of Postal Ballot and Remote E - Voting.
- e. The statement that voting shall not be allowed beyond the said date and time mentioned in (d.) above.
- f. Website address of the company, where the result of the "Voting through Postal Ballot, including Remote E- Voting" would be displayed.
- g. Contact details of the persons responsible to address the grievances/queries connected with the process of Voting by postal Ballot including voting by electronic means.

(3) The voting through Postal Ballot, including Remote E-Voting was open from 9:00 A.M. on 06/06/2017 to 5:00 P. M. on 05/07/2017.

(4) The ballot box for collecting the Postal Ballots in physical form was under lock and key and under my safe custody. I have considered Postal Ballots in physical form received up to 5 P. M. on 05/07/2017.

(5) To the best of my understanding, the Remote e-Voting for the aforesaid resolution was open for 30 days i.e., from 9:00 A.M. on 06/06/2017 to 5:00 P.M. on 05/07/2017.

(6) That to the best of my understanding the portal i.e., www.evoting.nsdl.com, where remote e-Voting system was provided, was blocked at 5.00 P.M. on 05/07/2017.

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.



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

(7) That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 05.05 P.M. on 05/07/2017. The said Remote E - voting was unblocked by me in the presence of the following persons;

- a. Mr. Sourav Kumar Lal 
- b. Ms. Sukhjot Kaur 

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

(8) The results of the said remote e-Voting containing the detail of votes cast, has been provided to me by **M/s. National Securities Depository Limited**, the agency which was appointed by the company to provide and maintain and which provided and maintained the E-Voting platform for the aforesaid Remote E-Voting.

(9) To the best of my understanding the relevant details of the aforesaid Remote E-Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of the Companies (Management and Administration) Rules, 2014 read with Section 108 of the Companies Act, 2013, by National Securities Depository Limited and are available as on this day at the website <http://www.evoting.nsdl.com>.

(10) The cut-off date for determining eligibility to cast vote was 26/05/2017 and such persons who were the members of the company as on the said cut-off date were entitled to participate in the aforesaid "Voting through Postal Ballots, including Remote E voting". The promoters and promoter group were not entitled to participate in the aforesaid "Voting through Postal Ballot, including Remote E- Voting".



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

- (11) That the details of the aforesaid "Voting through Postal Ballots, including Remote E voting" is as hereunder:

Item

The aforesaid "Voting through Postal Ballots, including Remote E voting" has been done in respect of the resolution seeking approval of the members of the company for the "Proposed Scheme of Amalgamation" of the "Transferor Company" with the "Transferee Company" as per the "The Notice", as referred above. As per "The Notice", the aforesaid "Scheme of Amalgamation" shall be acted upon if votes cast in favour of the proposal are more than the votes cast against the proposal.

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

Mode of Voting	Number of members who voted in favour	Number of votes cast (Shares) in favour	% of total number of valid votes cast
Remote e-voting	252	3455760	88.7693
Through Postal Ballot	110	436876	11.2221
Total	362	3892636	99.9914

- ii. Voted **against** the resolution:

Mode of Voting	Number of members who voted against	Number of votes cast against (Shares)	% of total number of valid votes cast
Remote e-voting	5	266	0.0068
Through Postal Ballot	6	66	0.0016
Total	11	332	0.0084



ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

iii. Invalid Votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	nil	nil
Through Postal Ballot	57	137730
Total	57	137730

(12) No envelopes containing the Postal Ballot forms were received after 5 P.M. on 05/07/2017.

(13) The Postal Ballot Forms which were found defective because of signature mismatch and non-shareholding have been treated as invalid and kept separately.

(14) The physical ballots and all other papers related to "Voting through Postal Ballot, including Remote E- Voting" will be handed over to the Company Secretary of the company. I did not find any defaced or mutilated postal ballot.

(15) You may accordingly declare the result of the voting by Postal Ballot and E-voting.

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries


ANJAN KUMAR ROY
FCS 5684
CP 4557



Scrutinizer for and in respect of the "Voting through Postal Ballot, including Remote E- Voting" of M/s. **Phillips Carbon Black Limited**, pursuant to the Notice dated 25/05/2017