

17th March, 2022

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

NSE Code – PCBL

BSE Scrip Code - 506590

Dear Sir,

Sub:- Outcome of Postal Ballot held on 17th March, 2022

1.) Disclosure of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Ref:- Postal Ballot and E-Voting Notice dated 10th February, 2022

Further to our letter dated 15th February, 2022 with respect to the Postal Ballot and E-Voting Notice dated 10th February, 2022 for seeking approval of the shareholders of the Company with regard to the Special Resolutions contained in the Postal Ballot and E-voting Notice and in accordance with Regulation 44(3) of the SEBI Listing Regulations, we write to inform you that the Company had provided the facility of Postal Ballot and Remote e-Voting to its shareholders as per the Register of Members as on the cut-off date, i.e. Friday, 11th February, 2022. The Postal Ballot and the Remote e-Voting period was open from Wednesday, 16th February, 2022 at 9:00 A.M. (IST) to Thursday, 17th March, 2022 at 5:00 P.M (IST). Accordingly, remote e-Voting by the shareholders has been carried out through the Postal Ballot and the Remote e-Voting processes. The afore-mentioned Remote e-Voting concluded on Thursday, 17th March, 2022 at 5.00 P.M (IST).

Pursuant to the requirements of Regulation 44(3) of the SEBI Listing Regulations, we enclose herewith the Voting Results in the prescribed format along with the Scrutinizer’s Report dated 17th March, 2022 issued by Mr. Anjan Kumar Roy, Practising Company Secretary (FCS – 5684, CP – 4557) (marked as “Annexure – A”). Accordingly, the proposed Resolutions have been passed by the Members with requisite majority, through postal ballot by remote e-Voting process.

The results are also available on the website of the Company at www.pcblltd.com, the website of National Securities Depository Limited (NSDL) (Agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com as well as the Registered Office of the Company.

PCBL Limited

Registered Office: 31 Netaji Subhas Road, Kolkata – 700 001, West Bengal, India

Corporate Office: RPSG House, 4th Floor, 2/4 Judges Court Road, Kolkata – 700 027, West Bengal, India

P: +91 33 6625 1443 | **E:** pcblltd@rpsg.in | **W:** www.pcblltd.com | **CIN:** L23109WB1960PLCO24602

Note: “PCBL Limited” was formerly known as “Phillips Carbon Black Limited”



2.) **Intimation of amendments made to Clause V of the Memorandum of Association of the Company under Regulation 30 read with Schedule III of the SEBI Listing Regulations**

In terms of Regulation 30 read with Schedule III of the SEBI Listing Regulations, we write to inform you that the Shareholders of the Company, through Postal Ballot, on 17th March, 2022, have approved the amendments to Clause V of the Memorandum of Association of the Company pursuant to the sub-division of 1 Equity Share of Face Value of Rs. 2/- per share, fully paid-up to 2 Equity Shares of the Face Value of Re. 1/- per share, fully paid-up. Revised Clause V of the Memorandum of Association of the Company is given hereinbelow for your information and record (marked as 'Annexure – B').

3.) **Intimation of amendments made to Article 3 of the Articles of Association of the Company under Regulation 30 read with Schedule III of the SEBI Listing Regulations**

Furthermore, in terms of Regulation 30 read with Schedule III of the SEBI Listing Regulations, we also write to inform you that the Shareholders of the Company, through Postal Ballot, on 17th March, 2022, have approved the amendments to Article 3 of the Articles of Association of the Company pursuant to the sub-division of 1 Equity Share of Face Value of Rs. 2/- per share, fully paid-up to 2 Equity Shares of the Face Value of Re. 1/- per share, fully paid-up. Revised Article 3 of the Articles of Association of the Company is given hereinbelow for your information and record (marked as 'Annexure – C').

4.) **Intimation of the Committee Meeting of the Board of Directors of the Company:-**

We also write to inform you that a Committee Meeting of the Board of Directors of the Company is scheduled to be held on Monday, 21st March, 2022 for the purpose of fixation of Record Date in connection with the sub-division of 1 Equity Share of the Face Value of Rs. 2/- per share, fully paid-up, to 2 Equity Shares of the Face Value of Re. 1/- per share, fully paid-up.

We request you to take the afore-mentioned in record and oblige.

Yours faithfully,
For **PCBL LIMITED**



K. Mukherjee
Company Secretary and Chief Legal Officer

Encl: As above

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"Annexure - A"

PCBL Limited - Compliance under Regulation 44(3) of the SEBI Listing Regulations

Postal Ballot/Remote E-Voting Period - 16th February, 2022 to 17th March, 2022

Date of the AGM / EGM

Total number of shareholders as on cut-off date, 11th February, 2022

156896

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group:

N.A.

Public:

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group:

N.A.

Public:

Agenda - wise disclosure

Resolution Required : (Ordinary / Special)

1. Special - Sub-Division of 1 Equity Share of the Face Value of Rs. 2/- per share to 2 Equity Shares of the Face Value of Re. 1/- per share

Whether promoter/ promoter group are interested in the agenda/resolution?

Promoter and Promoter group have voted in favour of the Resolution (51.38%)

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	Remote E-Voting		96978105	100.0000	96978105	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		96978105	100.0000	96978105	0	100.0000	0.0000
Public Institutions	Remote E-Voting		20717303	71.3355	20292482	424821	97.9494	2.0506
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20717303	71.3355	20292482	424821	97.9494	2.0506
Public Non Institutions	Remote E-Voting		390669	0.6230	376837	13832	96.4594	3.5406
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		62711143	0.6230	376837	13832	96.4594	3.5406
Total		188731302	118086077	62.5684	117647424	438653	99.6285	0.3715

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PCBL LIMITED

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Resolution Required : (Ordinary / Special)		2. Special - Alteration of the Capital Clause in the Memorandum of Association						
Whether promoter/ promoter group are interested in the agenda/resolution?		Promoter and Promoter group have voted in favour of the Resolution (51.38%)						
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	Remote E-Voting	[1]	[2]	[3]	[4]	[5]	[6]	[7]
	Postal Ballot							
	Total	96978105	96978105	100.0000	96978105	0	100.0000	0.0000
Public Institutions	Remote E-Voting							
	Postal Ballot							
	Total	29042054	20820803	71.6919	20820803	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting							
	Postal Ballot							
	Total	62711143	390038	0.6220	375259	14779	96.2109	3.7891
Total		188731302	118188946	62.6229	118174167	14779	99.9875	0.0125
Resolution Required : (Ordinary / Special)		3. Special - Alteration of the Capital Clause of the Articles of Association						
Whether promoter/ promoter group are interested in the agenda/resolution?		Promoter and Promoter group have voted in favour of the Resolution (51.38%)						
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	Remote E-Voting	[1]	[2]	[3]	[4]	[5]	[6]	[7]
	Postal Ballot							
	Total	96978105	96978105	100.0000	96978105	0	100.0000	0.0000
Public Institutions	Remote E-Voting							
	Postal Ballot							
	Total	29042054	20820803	71.6919	20820803	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting							
	Postal Ballot							
	Total	62711143	390038	0.6220	375259	14779	96.2109	3.7891
Total		188731302	118188946	62.6229	118174167	14779	99.9875	0.0125

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ANJAN KUMAR ROY & CO
COMPANY SECRETARIES
A Peer Reviewed Firm

Pursuant to the Guidelines issued by the Institute of Company Secretaries of India

UDIN: F005684C002957811

SCRUTINIZER'S REPORT

Date: 17th March, 2022

To
The Chairman/Managing Director
M/s. PCBL Limited
(Formerly known as Phillips Carbon Black Limited)
31 Netaji Subhas Road
Kolkata- 700001

Sub: Scrutinizer's Report on "Voting through Postal Ballot by Electronic Means" from 16th February, 2022 to 17th March, 2022, pursuant to the Notice of Postal Ballot issued by M/s. PCBL Limited (CIN: L23109WB1960PLC024602) dated 10th February, 2022

Dear Sir,

(A) I have been appointed vide a resolution passed by circulation by the Board of Directors of **M/s. PCBL Limited** (here in after referred as "**the Company**") on 10th February, 2022, as the Scrutinizer, pursuant to Sections 108 and 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India, to carry out the scrutiny of votes, in a fair and transparent manner, cast by the members of the Company through Postal Ballot conducted by way of electronic means (here in after referred as "**remote e-voting**") in respect of resolutions as mentioned in paragraph (C) of this report and as also contained in the Notice of Postal Ballot dated 10th February, 2022.

(B) I have conducted the scrutiny of the votes cast by the members of the Company through Postal Ballot conducted by way of electronic means, in respect of the resolutions mentioned below in paragraph (C) of this report pursuant to the provisions of Section 108 and Section 110 of the Companies Act 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, and pursuant to the applicable regulations of the Securities and

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Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by the Institute Of Company Secretaries of India in terms of Section 118 of the Companies Act, 2013 and also read with the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, and 20/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, and 8th December, 2021 respectively issued by the Ministry of Corporate Affairs, Government of India. Accordingly, I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company through E-mail, the Company has completed by 15th February, 2022 the dispatch of the Notice of Postal Ballot dated 10th February, 2022 along with the Statement pursuant to Section 102 of the Companies Act, 2013, to the members of the Company, whose names appeared in the Register of Members/List of Beneficial Owners as on the cut – off date i.e. Friday, 11th February, 2022. Further, I have been informed by the officers of the Company and have personally verified that the relevant Notice of Postal Ballot has been placed on the website of the Company.
- ii. The Notice of Postal Ballot dated 10th February, 2022, mentioned *inter alia* that the item of business would be transacted by voting through Postal Ballot by Electronic means, the necessary facilities for Electronic voting process to be provided by the National Securities Depository Limited (here in after referred as “NSDL”).
- iii. I have been shown by the officers of the Company, the advertisement of Notice of Postal Ballot made on Wednesday, 16th February, 2022 in newspapers being “**Business Standard**” (English daily, all editions) and “**Aajkal**” (Bengali daily, Kolkata edition) containing, inter alia, the following information:
 - a. Statement to the effect that the voting on resolutions proposed for consideration by the shareholders of the Company are to be transacted through Postal Ballot by way of electronic means.
 - b. Statement that the period of remote e-voting shall commence on Wednesday, 16th February, 2022 at 09:00 A.M. (IST) and shall end on Thursday, 17th March, 2022 at 5:00 P.M. (IST).
 - c. Statement that the CUT-OFF date for determining eligibility to cast votes was Friday, 11th February, 2022.
 - d. Statement that the remote e-voting module shall be disabled by NSDL for voting after 5:00 P.M. (IST) on 17th March, 2022.
 - e. Contact details, in case of grievances/queries in respect of the Electronic voting.

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- iv. I have received through e-mail the relevant Board resolution passed by the Board of Directors of corporate shareholders of the Company authorizing person(s) to act and vote pursuant to section 113 of the Companies Act, 2013, on the resolutions mentioned in the Notice of Postal Ballot dated 10th February, 2022.
- v. The final data of voting through Postal Ballot by remote e-voting, containing the details of votes cast by remote e-voting mode has been downloaded by me at 5:01 P.M. (IST) on 17th March, 2022 from the portal of NSDL: www.evoting.nsdl.com, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Electronic voting.

(C) That the details of the aforesaid “Voting through Postal Ballot by Electronic Means” are as hereunder:

Item No. 1 Special Business, Special Resolution:

Sub-division of 1 equity share of the Face value of Rs. 2/- per share to 2 equity shares of Face value of Re. 1/- per share

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

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	1082	11,76,47,424	99.6285
Total	1082	11,76,47,424	99.6285

ii) Voted in **against** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	47	4,38,653	0.3715
Total	47	4,38,653	0.3715

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iii) **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	-	-
Total	-	-

Item No. 2 Special Business, Special Resolution:

Alteration of the Capital clause in the Memorandum of Association

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

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	1059	11,80,70,674	99.9875
Total	1059	11,80,70,674	99.9875

ii) Voted in **against** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	64	14,817	0.0125
Total	64	14,817	0.0125

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iii) **Invalid Votes:**

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	-	-
Total	-	-

Item No. 3 Special Business, Special Resolution:

Alteration of the Capital clause of the Articles of Association

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

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	1059	11,81,74,167	99.9875
Total	1059	11,81,74,167	99.9875

ii) Voted in **against** of the resolution:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)	% of total no. of valid votes cast
Remote E-Voting	62	14,779	0.0125
Total	62	14,779	0.0125

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iii) Invalid Votes:

Mode of Voting	No. of Voters (folios)	No. of votes cast (one share, one vote basis)
Remote E-Voting	-	-
Total	-	-

FOR, ANJAN KUMAR ROY & CO.

Company Secretaries

Anjan

Kumar Roy

Digitally signed by
Anjan Kumar Roy
Date: 2022.03.17
17:50:53 +05'30'

ANJAN KUMAR ROY

FCS 5684

CP 4557

UDIN: F005684C002957811

Peer Review Certificate No.: 869/2020

Scrutinizer for and in respect of the "Voting through Postal Ballot by Electronic Means" of M/s. PCBL Limited, pursuant to Notice of Postal Ballot dated 10th February, 2022.

'Annexure – B'

New Clause V of the Memorandum of Association of PCBL Limited

“The Authorised Share Capital of the Company is Rs. 62,00,00,000 (Rupees Sixty two crores only) divided into 62,00,00,000 (Sixty two Crores) equity shares of Re. 1/- (Rupee One only) each, with rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company. The Company shall have the power to increase or reduce its capital for the time being and to consolidate, divide or sub-divide and re-classify the shares in such capital and to attach thereto respectively any preferential, qualified or special rights, privileges or condition as to dividend, voting or otherwise and to vary, modify or abrogate any such rights, privileges or conditions in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company and issue shares of higher or lower denominations.”

'Annexure – C'

New Article 3 of the Articles of Association of PCBL Limited

“The Authorised Share Capital of the Company is Rs. 62,00,00,000/- (Rupees Sixty two crores only) divided into 62,00,00,000 (Sixty two Crores) Equity Shares of Re. 1/- (Rupee One only) each.



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