RP - Sanjiv Goenka Group
Growing Legacies

Phillips Carbon Black Limited

SH/SECT/KM

31st July, 2014

The Secretary,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400051

Dear Sir,

Sub:- Compliance of Clause 35A of the Listing Agreement relating to 53rd Annual General Meeting of Phillips Carbon Black Limited.

We wish to inform you that the 53rd Annual General Meeting (AGM) of the Members of the Company of Phillips Carbon Black Limited was held on Wednesday, 30th July, 2014 at 10.30 a.m. at "Uttam Mancha", 10/1/1, Monoharpukur Road, Kolkata - 700026. All the items of business as mentioned in the Notice convening the said AGM have been transacted and the Members of the Company have voted on the Resolutions as mentioned in the Notice by electronic means during the e-voting cycle commencing from Thursday, the 24th July, 2014 (9.00 a.m.) and ending on the 26th July, 2014 (6.00 p.m.).

In compliance with the requirements under Clause 35A of the Listing Agreement with the Stock Exchanges, we are furnishing relevant details pertaining to the aforesaid AGM in the prescribed format as an Annexure – A.

Please take the above intimation on records and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,
For **Phillips Carbon Black Limited**

Kaushik Mukherjee
(Company Secretary)

Enclo : As above.

RP-Sanjiv Goenka Group
Growing Legacies

Phillips Carbon Black Limited

53rd Annual General Meeting (AGM) of Phillips Carbon Black Limited – details of voting results

Date of the AGM	Wednesday, 30th July, 2014 at 10.30 a.m.
Total no. of shareholders on record date (i.e. 19th June, 2014 – cut – off date for e-voting purpose)	31323
Number of Shareholders present in the Meeting either in person or through proxy – **a) Promoters and Promoter Group** **b) Public**	 8 578
No. of Shareholders attended the Meeting through Video Conferencing – **a) Promoters and Promoter Group** **b) Public**	 NIL NIL
Mode of Voting	E-voting

PHILLIPS CARBON BLACK LTD.
for Amita Kaleti
Company Secretary

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Phillips Carbon Black Limited

Agenda – Wise

ORDINARY BUSINESS:

Resolution 1 – Adoption of Financial Statements and Reports of Board of Directors and Auditors thereon for the year ended 31st March, 2014. (As an Ordinary Resolution)

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100	1456404	NIL	100	NIL
Public - Others	23594	23594	100	23588	6	99.97457	0.02543
Total	19906555	19906555	100	19906549	6	99.99997	0.00003

Resolution 2 - Re -appointment of Mr. Sanjiv Goenka, who retires by rotation and being eligible, offers himself for re-appointment. (As an Ordinary Resolution)

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100	1456404	NIL	100	NIL
Public - Others	22919	22919	100	22919	NIL	100	NIL
Total	19905880	19905880	100	19905880	NIL	100	NIL

PHILLIPS CARBON BLACK LTD.
for Amita Lahoti
Company Secretary

Resolution 3 – Re – appointment of Mr. Paras K Chowdhary, who retires by rotation and being eligible, offers himself for re-appointment. (As an Ordinary Resolution)

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100	18426557	NIL	100.00	NIL
Public – Institutional holders	1456404	1456404	100	1456404	NIL	100.00	NIL
Public - Others	22879	22879	100	22846	33	99.85576	0.14424
Total	19905840	19905840	100	19905807	33	99.99983	0.00017

Resolution 4 – Re-appointment of M/S. Price Waterhouse, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the fifty-sixth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), and to fix their remuneration for the financial year ending 31st March, 2015. (As an Ordinary Resolution)

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100	1456404	NIL	100	NIL
Public - Others	22919	22919	100	22886	33	99.85601	0.14399
Total	19905880	19905880	100	19905847	33	99.99983	0.00017

PHILLIPS CARBON BLACK LTD.
for Amita Lahoti
Company Secretary

RP - Sanjiv Goenka Group
Growing Legacies

Phillips Carbon Black Limited

SPECIAL BUSINESS:

Resolution 5 – Appointment of Mr. O P Malhotra as an Independent Director for a period of five years with effect from the date of this AGM. **(As an Ordinary Resolution).**

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.00	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1456404	NIL	100	NIL
Public - Others	22879	22879	100.00	22746	133	99.41868	0.58132
Total	19905840	19905840	100.00	19905707	133	99.99933	0.00067

Resolution 6 – Appointment of Dr. Ram S Tarneja as an Independent Director for a period of five years with effect from the date of this AGM. **(As an Ordinary Resolution).**

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.00	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1456404	NIL	100	NIL
Public - Others	22879	22879	100.00	22746	133	99.41868	0.58132
Total	19905840	19905840	100.00	19905707	133	99.99933	0.00067

PHILLIPS CARBON BLACK LTD.
for Amita Lahoti
Company Secretary

Resolution 7 – Appointment of Mr. C R Paul as an Independent Director for a period of five years with effect from the date of this AGM. **(As an Ordinary Resolution).**

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.00	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1456404	NIL	100	NIL
Public - Others	22879	22879	100.00	22779	100	99.56292	0.43708
Total	19905840	19905840	100.00	19905740	100	99.99950	0.00050

Resolution 8 – Appointment of Mr. K S B Sanyal as an Independent Director for a period of five years with effect from the date of this AGM. **(As an Ordinary Resolution).**

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.00	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1456404	NIL	100	NIL
Public - Others	22879	22879	100.00	22746	133	99.41868	0.58132
Total	19905840	19905840	100.00	19905707	133	99.99933	0.00067

PHILLIPS CARBON BLACK LTD.
Arita Laheti
for Company Secretary

Resolution 9 – Appointment of Mr Pradip Roy as an Independent Director for a period of five years with effect from the date of this AGM. **(As an Ordinary Resolution).**

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.0	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1456404	NIL	100	NIL
Public - Others	22879	22879	100.00	22746	133	99.41868	0.58132
Total	19905840	19905840	100.00	19905707	133	99.99933	0.00067

Resolution 10 – Appointment of Mr. Altaf Jiwani as a Director of the Company **(As an Ordinary Resolution).**

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.00	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1456404	NIL	100	NIL
Public - Others	23548	23548	100.00	23515	33	99.85986	0.14014
Total	19906509	19906509	100.00	19906476	33	99.99983	0.00017

PHILLIPS CARBON BLACK LTD.
for Amita Lahoti
Company Secretary

Resolution 11 – Appointment of Mr. Altaf Jiwani as a Whole Time Director for a period of three years with effect from 1st April, 2014 (**As a Special Resolution**).

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.00	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1456404	NIL	100	NIL
Public - Others	22796	22796	100.00	22763	33	99.85524	0.14476
Total	19905757	19905757	100.00	19905724	33	99.99983	0.00017

Resolution 12 – Approval for borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013 (**As a Special Resolution**).

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.00	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1156404	300000	79.40132	20.59868
Public - Others	22879	22879	100.00	22740	139	99.39246	0.60754
Total	19905840	19905840	100.00	19605701	300139	98.49221	1.50779

PHILLIPS CARBON BLACK LTD.
for Amita Lahoti
Company Secretary

Resolution 13 – Approval for mortgaging properties of the Company under Section 180(1)(a) of the Companies Act, 2013 (**As a Special Resolution**).

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100.00	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100.00	1156404	300000	79.40132	20.59868
Public - Others	22879	22879	100.00	22440	439	98.08121	1.91879
Total	19905840	19905840	100.00	19605401	300439	98.49070	1.50930

Resolution 14 – Ratification of remuneration of M/S Shome & Banerjee, Cost Auditors of the Company (**As an Ordinary Resolution**).

Promoter/ Public	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)*100]	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)*100]	% of votes against on votes polled (7)= [(5)/(2)*100]
Mode of Voting (E-Voting)							
Promoter and Promoter group	18426557	18426557	100	18426557	NIL	100	NIL
Public – Institutional holders	1456404	1456404	100	1456404	NIL	100	NIL
Public - Others	22679	22679	100	22640	39	99.82803	0.17197
Total	19905640	19905640	100	19905601	39	99.99980	0.00020

All the resolutions with respect to the Agenda items were passed by requisite majority. The resolutions as approved by the members of the Company, in terms of the Notice dated 29th April, 2014 will form part of the Minutes of the Annual General Meeting.

PHILLIPS CARBON BLACK LTD.
for Amita Lahoti
Company Secretary

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 28-07-2014

The Chairman
Phillips Carbon Black Ltd.
31, Netaji Subhas Road,
Kolkata- 700 001,
West Bengal

Sub: Scrutinizer's Report on the Electronic Voting for and in respect of 53rd Annual General Meeting of M/s. Phillips Carbon Black Ltd. to be held on 30th of July, 2014.

Dear Sir,

(A) I have been appointed as the Scrutinizer by **M/s. Phillips Carbon Black Ltd. (the company, here in after),** vide a resolution passed by the Board of Directors of the Company on the 29th Day of April, 2014 to carry out the scrutiny of the electronic voting for and in respect of the 14 resolutions as mentioned herein below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at that date, the Statement of Profit and Loss and the Consolidated Financial Statements for the year ended on that date and the Reports of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Sanjiv Goenka (holding DIN 00074796), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Paras K. Chowdhary (holding DIN 00076807), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and pursuant to the recommendation of the Audit Committee of the Board of Directors ('the Board'), the retiring Auditors, M/s. Price Waterhouse (Firm Registration No. 301112E) be and is hereby re-appointed as Statutory Auditors of the Company to hold

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ANJAN KUMAR ROY & CO. Company Secretaries

office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty - sixth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) and to fix their remuneration for the financial year ending 31st March, 2015."

SPECIAL BUSINESS:

5. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. O P Malhotra (holding DIN 00009086), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice."

6. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Dr. Ram S Tarneja (holding DIN 00009395), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice."

7. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. C R Paul (holding DIN 00009056), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice."

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 6542 0209. Hand Held Nos. 9830201949/9831891949.

ANJAN KUMAR ROY & CO. Company Secretaries

8. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. K S B Sanyal (holding DIN 00009497), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice."

9. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. Pradip Roy (holding DIN 00026457), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice."

10. (As an Ordinary Resolution)

"RESOLVED THAT Mr. Altaf Jiwani (holding DIN 05166241), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April, 2014, in terms of Section 161 (1) of the Companies Act, 2013 read with Article 93(1) of the Articles of Association of the Company and who holds office only up to date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

11. (As a Special Resolution)

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the appointment of Mr. Altaf Jiwani (holding DIN 05166241), as a Whole Time Director of the Company, retiring by rotation with the designation "Chief Financial Officer" for a period of three years effective from 1st April, 2014, on the terms and conditions of

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ANJAN KUMAR ROY & CO. Company Secretaries

appointment and remuneration as contained in the draft agreement, to be executed by the Company with Mr. Altaf Jiwani, a draft of which initialed by the Chairman for the purpose of identification is placed before the meeting as also set out in the Explanatory Statement attached to this Notice."

12. (As a Special Resolution)

'RESOLVED THAT in supersession of the earlier resolution passed by the Members at the Annual General Meeting of the Company held on 29th July, 2011 in terms of provisions of Section 293(1)(d) of the Companies Act, 1956, consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors of the Company, for borrowing any sum or sums of money from time to time from any one or more of the Financial Institutions, Government/Government bodies, Company's Bankers and/or other persons, Firms or Bodies Corporate, whether by way of Term Loans, Cash Credit, Advance, Deposits, Bills Discounting, issue of instruments and securities such as bonds, debentures, commercial paper and other debt securities or otherwise, and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 1000/- crores (Rupees one thousand crores only) exclusive of interest. The Board of Directors are hereby further authorized to execute such deeds of debentures and debenture trust deeds for mortgage, charge, hypothecation, lien, promissory notes, deposits receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the Board of Directors may think fit and that for the purpose of implementation of this Resolution, the Board may act through any member thereof or any other person duly authorized by the Board in that behalf."

13. (As a Special Resolution)

'RESOLVED THAT in supersession of the earlier resolution passed by the Members at the Annual General Meeting of the Company held on 27th July, 2012 in terms of provisions of Section 293(1)(a) of the Companies Act, 1956, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification or re- enactment thereof, for the time being in force), to the Board of Directors of the Company for mortgaging and/or charging on such terms and conditions and at such time or times, and in such form and manner, as it may think fit, the Company's present and/or future properties, whether immovable or movable, tangible or intangible comprised in any existing or new undertaking or undertakings of the Company, as the case may be, in favour of Lenders, Agents and/or Trustees for securing the long term, short term including working capital loans and medium term borrowings of the

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 6542 0209. Hand Held Nos. 9830201949/9831891949.

ANJAN KUMAR ROY & CO. Company Secretaries

Company availed/to be availed by way of loan(s)(in foreign currency and/or rupee currency)and fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments issued/to be issued by the Company as also deferred sales tax loans availed/to be availed by various units of the Company, from time to time, subject to the limits approved / as may be approved by the Members under Section 180(1)(c) of the Companies Act, 2013 as also the interest on the principal amounts at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, premium (if any) on redemption, remuneration of agent(s)/trustee(s), all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement, debenture trust deed(s) and/or any other deed(s) or document(s) entered into/ to be entered into between the Company and the lender(s)/agent(s)/trustee(s)/state government(s)/ agency(ies) representing various state government(s) and/or other agencies etc. in respect of the said loans/ borrowings/ debentures/securities/deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors of the Company (including any Committee thereof) and the lender(s)/ agent(s)/trustee(s)/ state government (s)/agency(ies),etc.

Resolved Further that the securities to be created by the Company as aforesaid may rank prior/pari passu/ subservient with/to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking paripassu or otherwise as may be thought expedient by the Board of Directors or its Committee and as may be agreed to between the concerned parties.

Resolved Further that, the Board or its Committee or Persons authorized by the Board, be and is/are hereby authorized to finalise, settle and execute any and all agreements, documents, deeds, writings and papers as may be necessary for creating the mortgages and/or charges as aforesaid and to do all acts, deeds, matters and things as it/they may, in its/their absolute discretion consider necessary, desirable or expedient for implementing this resolution and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company."

14. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Shome & Banerjee, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company ('the Board") for the financial year ending 31st March, 2015, be paid a remuneration of Rs. 3,00,000/- (Rupees three lacs only).

Resolved Further that, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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(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 Clause 35B of the Stock Exchanges Standard Listing Agreement, I have conducted the scrutiny of the aforesaid electronic voting process in respect of the aforesaid resolutions no. 1 to 14 and in respect of the Annual General Meeting (said "AGM" herein after) of the Company to be held on 30th of July 2014. **I submit my report hereunder:**

i. As per the information provided to me, by the officers of the Company, the Company has completed the dispatch of the relevant notices on 2nd Day of July, 2014, to the members of the Company, whose names appeared on the register of members of the Company as on 19th of June 2014, by registered post/speed post. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid AGM has been placed on the website of the Company.

ii. The relevant notice of the said AGM, as above, mentioned, inter alia, that the business might be transacted through electronic voting system, which the company was providing.

iii. The said relevant notice of the said AGM also indicated the process, manner and time period for the said electronic voting.

iv. I have been shown by the officers of the company, the relevant advertisement in **"Business Standard"** and in **"AajKaal Kolkata"** published on Friday, the 18th Day of July, 2014 containing the following information:

   a. Statement that the business may be transacted by electronic voting.

   b. The date of completion of sending of notices.

   c. The date and time of commencement of voting through electronic means.

   d. The date and time of end of voting through electronic means.

   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 and of National Securities Depository Limited (NSDL), where notice of the aforesaid Annual General Meeting was displayed.

   g. Contact details of the persons responsible to address the grievances connected with the electronic voting.

v. That the electronic voting for the aforesaid resolutions were open for 3 days i.e., from 9:00 A.M. on 24th of July 2014 to 6:00 P.M. on 26th of July 2014.

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vi. That the portal i.e., www.evoting.nsdl.com where electronic voting process was provided was blocked at 6:00 P.M. on 26th of July 2014.

vii. That the said portal i.e., www.evoting.nsdl.com was unblocked by me in the presence of the following persons as witnesses:

a. Mr. Lav Kumar Jaiswal Lav Kumar Jaiswal

b. Mr. Ranjan kumar Gupta Ranjan Kumar Gupta

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

viii. The results of the said evoting has been provided to me, containing the detail of votes cast by electronic mode, by the National Securities Depository Limited (NSDL), the agency which provided and maintained the electronic voting platform for electronic voting in respect of the aforesaid 14 resolutions.

ix. The relevant details of the aforesaid electronic voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the (Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013.

(C) Based on the details of votes, cast through the aforesaid electronic voting system, in respect of the aforesaid 14 resolutions, as received from the National Securities Depository Limited (NSDL), the result of the aforesaid electronic voting is as hereunder:

Resolution No.	Votes in favor of the resolution			Votes against the resolution		
	No. of shareholders	No. of Equity shares held	%	No. of shareholders	No. of Equity shares held	%
1	38	19906549.000	99.99	1	6	0.01
2	38	19905880.000	100	0	0	0.00
3	36	19905807.000	99.99	1	33	0.01
4	37	19905847.000	99.99	1	33	0.01

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5	35	19905707.000	99.99	2	133	0.01
6	34	19905624.000	99.99	2	133	0.01
7	36	19905740.000	99.99	1	100	0.01
8	35	19905707.000	99.99	2	133	0.01
9	35	19905707.000	99.99	2	133	0.01
10	36	19906476.000	99.99	1	33	0.01
11	35	19905724.000	99.99	1	33	0.01
12	33	19605701.000	98.49	4	300139	1.51
13	32	19605401.000	98.49	5	300439	1.51
14	34	19905601.000	99.99	2	39	0.01

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

ANJAN KUMAR ROY
FCS
Scrutinizer for and in respect of the E Voting process of M/s. Phillips Carbon Black Limited for and in respect of their 53rd AGM to be held on 30/07/2014.

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