

SH/SECT/KM

29.04.2014

Secretary,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400051

Dear Sir,

Re: Outcome of Board Meeting

We write to inform you that the Board of Directors of the Company at its meeting held on 29th April, 2014, *inter alia* discussed and approved the following along with other matters:

- 1 Discussed and took note on the requirement under section 178(1) of the Companies Act, 2013 regarding constitution of the 'Nomination & Remuneration Committee' and Board decided that the Company has already constituted Remuneration Committee and the name of such committee shall be changed to 'Nomination & Remuneration Committee' with immediate effect to comply with the requirement of Companies Act, 2013.

Further, the Board discussed that the Company has already constituted 'Investors Grievances Committee to solve the complaints of investors of the Company and Board decided that such committee shall be changed to 'Stakeholders Relationship Committee.' with immediate effect to comply with the requirement of Companies Act, 2013.

2. Pursuant to section 203 of the Companies Act, 2013, the Board approved the appointment of following persons as Whole Time Key Managerial Personnel:

Mr. Kaushik Roy- MD and CEO
Mr. Kaushik Mukherjee, Company Secretary
Mr. Altaf Jiwani- Chief Financial Officer & Whole Time Director

3. Discussed and took note on the requirement under second proviso of Section 149 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and qualification of Directors) Rules, 2014 regarding appointment of a Women Director on the Board of the Company and directors of the Company authorized to search a suitable candidate in this regard.
4. The Board reviewed various other compliances to be undertaken by the Company which is applicable to the Company in view of the new Companies Act, 2013 and authorized Mr. Kaushik Mukherjee, Company Secretary & General Manager of the Company to do all such acts, things and deeds in this connection.

Kindly acknowledge receipt of the same.

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



K. Mukherjee
(Company Secretary)