



RP-Sanjiv Goenka
Group
Growing Legacies



Phillips Carbon Black Limited

Date:- 6th October, 2016

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:- Scheme of Amalgamation between Phillips Carbon Black Limited and Goodluck Dealcom Private Limited, a wholly owned subsidiary of Company

Further to our letter dated 5th October, 2016 regarding intimation of the Outcome of Board Meeting held on 5th October, 2016 approving the Scheme of Amalgamation between Phillips Carbon Black Limited and Goodluck Dealcom Private Limited, a wholly owned subsidiary of Phillips Carbon Black Limited, we hereby clarify the following points as mentioned below:-

Sr. No	Details of events that need to be provided	Information of such event
1.	Name of the entity (ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc	1. Philips Carbon Black Limited (hereinafter referred to as the "Transferee Company" or "PCBL") with an Annual Turnover of Rs. 189471.87 Lacs in Financial Year 2015-16. 2. Goodluck Dealcom Private Limited (hereinafter referred to as the "Transferor Company" or "GDPL") is a wholly owned subsidiary of PCBL, with an Annual Turnover of Rs. 458.14 Lacs in Financial Year 2015-16.
2.	Whether the transaction would fall within related party transactions? If Yes, whether the same is done at "Arms Length"	Yes the Transaction would fall within the related party transaction. However, the instant merger is between the wholly owned subsidiary and its parent holding company and therefore no valuation report from independent chartered accountant is needed. Accordingly the question of "Arms Length" does not arise.
3.	Area of Business of the entity (ies)	1. PCBL is a listed entity engaged in the business of manufacturing and sale of carbon black.

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

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CIN: L23109WB1960PLC024602



		2. GDPL is engaged in the business of investment and trading in shares and properties.
4.	Rationale for Amalgamation/Merger	The Transferor Company is the wholly owned subsidiary of the Transferee Company. The registered offices of both, the Transferor Company and the Transferee Company are situated at the same place. The amalgamation would result in more effective utilization of resources of both the Transferor Company and the Transferee Company, including pooling of financial resources of the Transferor Company with the Transferee Company, leading to more effective and centralised management of funds, greater economies of scale and reduction of administrative and manpower expenses and overheads, which are presently being multiplied, being separate entities. For the better and more economic and efficient management, control and running of the businesses of the companies concerned and for the reasons as above, it is considered desirable and expedient to amalgamate the Transferor Company with the Transferee Company in the manner and on the terms and conditions stated in this Scheme of Amalgamation.
5.	In case of cash consideration-amount or otherwise share exchange ratio	N.A
6.	Brief details of change in shareholding pattern (if any) of listed entity	No Change in shareholding pattern after merger.

Please take the same on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **PHILLIPS CARBON BLACK LIMITED**

K. Mukherjee
Company Secretary and Chief Legal Officer