

Date:- 24th September, 2021

BSE Limited
Corporate Relations Department
Pheroze Jeejeebhoy Towers
Dalal Street
Fort, Mumbai 400 001
Maharashtra, India

Security Code: 506590

**The National Stock Exchange of India
Limited**
Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India

Symbol: PHILPCARB

Dear Sir,

Sub:- Proceedings of the Extraordinary General Meeting (EGM) of Phillips Carbon Black Limited and Submission of the Voting Results along with the Consolidated Scrutinizer's Report in respect of the EGM of the Company held on Friday, 24th September, 2021

Ref:- Notice of the EGM of the Company dated 27th August, 2021

Further to our letter dated 30th August, 2021 with respect to the EGM Notice dated 27th August, 2021 for seeking approval of the shareholders of the Company with regard to the Special Resolution as mentioned in the EGM Notice and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any (hereinafter referred to as the "SEBI Listing Regulations"), we write to inform you that we are submitting herewith the summary of proceedings of the EGM of the Members of the Company held today, i.e. Friday, the 24th day of September, 2021 at 10:30 A.M. (IST) and which concluded at 11:31 A.M. (including time allowed for e-voting at the EGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility, marked as "**Annexure – I**". The Meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Further pursuant to Regulation 44(3) of the SEBI Listing Regulations, we are submitting herewith the declaration of the Voting Results of Remote e-Voting and Electronic Voting of the Resolution put to vote and passed at the EGM of the Company along with the Consolidated Scrutinizer's Report, marked as "**Annexure – II**". We would like to inform you that the Resolution set forth in the EGM Notice has been passed by the members with requisite majority. The above are also being uploaded on the Company's website at www.pcblltd.com.

You are requested to take the same on record and oblige.

Yours faithfully,

For **Phillips Carbon Black Limited**

K. Mukherjee

Company Secretary and Chief Legal Officer

Phillips Carbon Black Limited
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4th Floor, Kolkata - 700 027, India.
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Phillips Carbon Black Limited
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T: +91 33 6625 1461-64. Fax: +91 33 2248 0140/ 2243 6681
E-mail: pcb1@rpsg.in. U: www.pcblltd.com
CIN: L23109WB1960PLCO24602

'Annexure – I'

Summary of the Proceedings of the Extraordinary General Meeting of the Members of the Company held on Friday, 24th September, 2021 at 10:30 A.M. (IST) through VC/OAVM facility

A. Date, time and venue of the Extraordinary General Meeting (EGM):

The EGM of the Company was held on Friday, the 24th day of September, 2021 through VC/OAVM facility. The Meeting commenced at 10:30 A.M. (IST) and concluded at 11:31 A.M. (IST). A total of 82 Members attended the Meeting out of which 78 Members attended the Meeting through VC/OAVM facility and 4 Members were represented by their authorized representatives at the Meeting through the afore-mentioned VC/OAVM facility.

B. Proceedings of the Meeting in brief:

- i.) Dr. Sanjiv Goenka, Chairman of the Board of Directors of the Company, chaired the Meeting.
- ii.) The Chairman informed that in view of the pandemic related current situation, the Meeting was held through Video Conferencing. The Company had also provided live webcast of the proceedings of the Meeting.
- iii.) The requisite quorum being present, the Chairman declared the Meeting open and welcomed the Members.
- iv.) The Company Secretary informed that the Company had provided the Members the facility to cast their votes electronically, on the item of business as set forth in the Notice of the EGM through Remote e-voting prior to the EGM and through e-voting system during the EGM using the platform provided by National Securities Depository Limited ("NSDL"). The said facility of Remote e-voting commenced at 9:00 A.M. (IST) on Tuesday, 21st September, 2021 and concluded at 5:00 P.M. (IST) on Thursday, 23rd September, 2021. Further, on 24th September, 2021, the day of the EGM, the facility of e-voting was also provided by the Company to its Members present through VC/OAVM facility, who did not cast their votes through Remote e-voting. Mr. Anjan Kumar Roy, Practicing Company Secretary, (Membership No. – FCS 5684) has been appointed as the Scrutinizer to scrutinize the Remote e-voting process prior to the EGM and through e-voting system during the EGM in a fair and transparent manner. It was further informed that there would be no voting by show of hands. No result was declared at the Meeting.
- v.) The Notice convening the EGM was taken as read with the consent of the Members present.
- vi.) The Chairman addressed the Members.
- vii.) The requisite records were made available for inspection by the Members electronically.
- viii.) The Chairman then placed before the Meeting, the following item of business, as mentioned herein below:

Special Business (Special Resolution):-

1. Raising of funds by further issue of securities by way of private placement or preferential issue or public issue or through any other permissible mode and/or combination thereof, including by way of qualified institutions placement, for an aggregate amount not exceeding Rs. 500 crores.

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CIN: L23109WB1960PLCO24602

ix.) The Chairman gave an opportunity to the Pre-registered Members to raise their queries or seek clarifications on the Items of business. Thereafter, the Chairman responded to the queries and clarifications sought by the Members.

x.) The Chairman then said that the Voting results along with the Scrutinizer's Report will be made available to the stock exchanges within 2 working days from the date of the EGM and will be posted on the Company's website at www.pcblltd.com and on the website of NSDL, the authorized agency for providing the e-voting facility.

xi.) He, thereafter, thanked the Members for attending the Meeting and declared the EGM closed.

Note:-

i.) This letter does not constitute minutes of the proceedings of the Extraordinary General Meeting of the Company.

All the Items of business for consideration at the EGM, as set out in the Notice dated 27th August, 2021 have been passed by the Members by the requisite majority through remote e-voting and electronic voting during the EGM.

Kindly take the afore-mentioned information in your record and oblige.

Yours faithfully,

For **PHILLIPS CARBON BLACK LIMITED**


K. Mukherjee

Company Secretary and Chief Legal Officer

Enclo: As above

"Annexure - II"

Phillips Carbon Black Limited - Details of the EGM Voting Results - Regulation 44(3) of SEBI Listing Regulations

Date of the EGM	24th September, 2021					
Total number of shareholders on record date, 17th September, 2021	139782					
No. of shareholders present in the meeting either in person or through proxy:	N.A.					
Promoters and Promoter Group:						
Public:						
No. of Shareholders attended the meeting through Video Conferencing:						
Promoters and Promoter Group:						
Public:	4 78					

Agenda - wise disclosure

Resolution Required : (Ordinary / Special) 1. Special - To approve raising of funds by issuance of securities

Whether promoter/ promoter group are interested in the agenda/resolution?		Promoter and Promoter group have voted in favour of the Resolution (55.69%)						
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
Promoter and Promoter Group	Remote E-Voting		95978105	100.0000	95978105	0	100.0000	0.0000
	E-voting at EGM	95978105	0	0.0000	0	0	0.0000	0.0000
	Total		95978105	100.0000	95978105	0	100.0000	0.0000
Public Institutions	Remote E-Voting		12135251	73.0661	11989018	146233	98.7950	1.2051
	E-voting at EGM	16608599	0	0.0000	0	0	0.0000	0.0000
	Total		12135251	73.0661	11989018	146233	98.7950	1.2051
Public Non Institutions	Remote E-Voting		1244854	2.0834	1235889	8965	99.2798	0.7202
	E-voting at EGM	59751156	3232	0.0054	3202	30	99.0718	0.9282
	Total		1248086	2.0888	1239091	8995	99.2793	0.7202
Total		172337860	109361442	63.4575	109206214	155228	99.8581	0.1419

PHILLIPS CARBON BLACK LTD.

Company Secretary & Chief Legal Officer

ANJAN KUMAR ROY & CO

COMPANY SECRETARIES

A Peer Reviewed Firm

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

UDIN: F005684C000995343

Date: - 24th September, 2021

To
The Chairman
M/s Phillips Carbon Black Limited
31 Netaji Subhas Road
Kolkata- 700001

Subject: Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Extra-Ordinary General Meeting", in respect of the resolution passed in the Extra-Ordinary General Meeting of M/s Phillips Carbon Black Limited (CIN: L23109WB1960PLC024602) held on 24th September, 2021 through Video Conferencing/Other Audio-Visual Means.

Dear Sir,

(A) I have been appointed, vide a resolution passed by the Board of Directors of M/s. Phillips Carbon Black Limited (here in after to be referred as **"the Company"**) at their meeting held on 27th August, 2021, as the Scrutinizer pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, for the Extra-Ordinary General Meeting of the Company (here in after to be referred as **"EGM"**) held on 24th September, 2021, to carry out the scrutiny of the votes cast by the members through **"Remote Electronic Voting"** (here in after to be referred as **"Remote E – Voting"**) and **"Electronic Voting during the Extra-Ordinary General Meeting"** (here in after to be referred as **"E – Voting during the EGM"**) in a fair manner, in respect of 1 resolution, as mentioned in the Notice dated 27th August, 2021 of the aforesaid EGM and to submit the report.

(B) The aforesaid EGM has been held through Video Conferencing / Other Audio Visual Means, without the physical presence of members, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards 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

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akroyco@yahoo.co.in/anjanroy_2003@yahoo.co.in Land Line: 033 2475 0112. Mobile Ph Nos.
9830201949/9831891949.

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General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, and 10/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 23rd June, 2021 respectively issued by the Ministry of Corporate Affairs, Government of India and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021 respectively issued by the Securities and Exchange Board of India. Pursuant to the aforesaid provisions of law read with the aforesaid circulars, I have conducted the scrutiny of the aforesaid "Remote E – Voting" and "E- Voting during the EGM", in respect of the resolution no. 1, as mentioned below in paragraph (C) of this report. I submit my report hereunder:

- i. As per the information and documents provided to me, by the officers of the Company including through E-mail, the Company has completed by 30th August, 2021 the dispatch of the relevant Notice dated 27th August, 2021 along with statement setting out material facts under Section 102 of the Companies Act, 2013, convening the EGM, to the members of the Company. Further, I have been informed by the officers of the Company and I have personally verified that the relevant Notice of the said EGM has been placed on the website of the Company.
- ii. The relevant Notice of the said EGM, mentioned inter alia that the business would be transacted through Video Conferencing / Other Audio Visual Means at the said EGM, the necessary facilities being provided by the Company through E - Voting services provided by National Securities Depository Limited (here in after to be referred as "NSDL").
- iii. I have been shown by the officers of the Company, the advertisements made on 1st September, 2021 in newspapers being "Financial Express" (English daily, all editions) and "Aajkal" (Bengali daily, Kolkata edition) containing, inter alia, the following information:
 - a. Statement that the EGM will be held and business would be conducted through Video Conference / Other Audio Visual Means.
 - b. Statement that the period of Remote E - Voting shall start from 09:00 AM on 21st September, 2021 and shall end at 5:00 PM on 23rd September, 2021.
 - c. Statement that the CUT OFF date for determining eligibility to cast vote was 17th September, 2021 and such persons who were the shareholders of the Company on the said CUT OFF date were entitled to cast their vote either by Remote E - Voting or E-Voting during the EGM on the relevant resolution.
 - d. Statement that members who have cast their vote by Remote E - Voting may attend the said EGM through Video Conference or Other Audio-Visual Means but shall not be entitled to cast their vote again.

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Me

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- e. The statement that Remote E – Voting shall be disabled after 5:00 PM on 23rd September, 2021.
 - f. Statement that facility to cast vote by Remote E-Voting has been provided by the Company through the NSDL.
 - g. Website address of the Company and of the NSDL, where Notice of the said EGM was displayed.
 - h. Contact details, in case of grievances/queries in respect of the Remote E - Voting.
- iv. That to the best of our understanding the Remote E - Voting was open from 09:00 A.M. on 21st September, 2021 to 5.00 P.M. on 23rd September, 2021.
- v. That to the best of our understanding the portal i.e., www.evoting.nsdl.com, where Remote E - Voting process was provided, was blocked at 5.00 P.M. on 23rd September, 2021.
- vi. A facility to cast vote by E-voting was provided to those members, who were present in the said EGM through Video Conference or Other Audio Visual Means and had not cast their vote on the resolution through Remote E-Voting.
- vii. That the said Remote E - voting at portal www.evoting.nsdl.com was unblocked by me at 11:41 A.M. on 24th September, 2021, that is after the E- Voting during the aforesaid EGM was completed and counted. The said Remote E - voting was unblocked by me in the presence of the following persons;
- a. Gyanendra Nahar: *Gyanendra Nahar Gyanendra Nahar*
 - b. Monika Kumari Prasad: *Monika Kumari Prasad Monika Kumari Prasad*
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- viii. The data relating to Remote E- Voting, containing the detail of votes cast by Remote E - Voting mode and E Voting during the EGM has been downloaded from the aforesaid portal of NSDL, the agency which was appointed by the Company to provide and maintain and which provided and maintained the platform for Remote E - Voting and E – Voting during the EGM.

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(C) That the details of voting, through Remote E – Voting and E- Voting during the EGM, in respect of the said 1 resolution, is as hereunder:

SPECIAL BUSINESS**Item No.1- Special Business, Special Resolution:****To approve raising of funds by issuance of securities.**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	711	109203012	99.855
E-Voting during the EGM	3	3202	0.003
Total	714	109206214	99.858

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	34	155198	0.142
E-Voting during the EGM	1	30	0
Total	35	155228	0.142

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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	-	-
E-Voting during the EGM	-	-
Total	-	-

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

Anjan
Kumar
Roy

Digitally signed

by Anjan Kumar

Roy

Date: 2021.09.24

12:43:38 +05'30'

ANJAN KUMAR ROY**FCS 5684****CP 4557****UDIN: F005684C000995343***Maia h.**24/09/2021*

Scrutinizer for and in respect of the Remote E – Voting and E- Voting during the EGM held on 24th September, 2021, of M/s. Phillips Carbon Black Limited.