

To,  
The Secretary  
Bombay Stock Exchange Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotanda Building  
P. J. Towers  
Dalal Street  
Fort, Mumbai – 400001.

Dear Sir,

**Compliance Report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015**


**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation between Goodluck Deacom Private Limited (hereinafter referred to as "GDPL" or the "Transferor Entity") and Phillips Carbon Black Limited (hereinafter referred to as "PCBL" of the Transferee Entity" or the "Company")**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes Complied, Board Resolution attached, marked as 'Annexure 1'. National Stock Exchange of India Ltd is the Designated Stock Exchange.
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes Complied, attached as 'Annexure 2'.
2.b	Valuation Report from Independent Chartered Accountant	Yes Complied, attached as 'Annexure 3'.
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes Complied, attached as 'Annexure 4'
2.d	Fairness opinion by merchant banker	Yes Complied, attached as 'Annexure 5'.
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes Complied, attached as 'Annexure 6'.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes Complied, attached as 'Annexure 7'.

**Phillips Carbon Black Limited, 31 Netaji Subhas Road, Kolkata – 700 001, India**  
Tel: +91 33 6625 1461-64 Fax: +91 33 2248 0140/2243-6681 Email: pcbl@rp-sg.in Web: [www.pcbltd.com](http://www.pcbltd.com)  
CIN: L23109WB1960PLC024602

**PHILLIPS CARBON BLACK LTD.**

  
Company Secretary & Chief Legal Officer



RP - Sanjiv Goenka  
Group  
Growing Legacies



Phillips Carbon Black Limited

2.g	Compliance with requirements of Regulation 17 to 27 of Listing Regulations	Yes Complied. Latest report on Corporate Governance is attached as 'Annexure 8'.
2.h	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30,2015.	Not required at the time of filing the scheme with the Stock exchanges.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

PHILLIPS CARBON BLACK LTD.

Company Secretary & Chief Legal Officer

Date:

Place:

05.10.2016.  
Kolkata

Kaushik Mukherjee

Company secretary & Chief Legal Officer