



RP - Sanjiv Goenka  
Group  
Growing Legacies



Phillips Carbon Black Limited

3<sup>rd</sup> 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.,  
1<sup>st</sup> 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:- Compliance Report on Corporate Governance in Annexure I and Annexure III for the quarter ended 30<sup>th</sup> September, 2016**

In compliance with Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Compliance Report on Corporate Governance on quarterly basis for the quarter ended 30<sup>th</sup> September, 2016 as prescribed in “**Annexure – I**” of the afore-mentioned Regulations.

Besides, we are also enclosing herewith “**Annexure – III**” for the quarter ended 30<sup>th</sup> September, 2016 which is required to be submitted at the end of 6 months after the end of the financial year along with the Compliance Report of the second quarter.

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

**Enclo: As above**

**Annexure - I**

**Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2016**

1. Name of Listed Entity – Phillips Carbon Black Limited (NSE Scrip Code: PHILIPCARB, BSE Scrip Code – 506590, CSE Scrip Code – 10026125)
2. Quarter ending – 30<sup>th</sup> September, 2016

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./Ms)</b>	<b>Name of the Director</b>	<b>PAN<sup>S</sup> &amp; DIN</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) &amp;</b>	<b>Date of Appointment in the current term / cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/Stakeholder Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Sanjiv Goenka	PAN - AEFPG4689G DIN -00074796	Chairman - Non-Executive Director	30 <sup>th</sup> October, 1986	N.A.	5	1	2

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Company Secretary & Chief Legal Officer



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**Phillips Carbon Black Limited**

Mr.	Kaushik Roy	PAN – ACDPR6594F  DIN – 06513489	Managing Director	5 <sup>th</sup> February, 2013 Re- appointed as a Managing Director for a period of 3 years w.e.f 5 <sup>th</sup> February, 2016	N.A.	3	2	-
Mr.	Shashwat Goenka	PAN - AOUPG0553L  DIN – 03486121	Non – Executive Director	1 <sup>st</sup> September, 2014	N.A.	2	-	-
Mr.	C R Paul	PAN – AFBPP0943H  DIN – 00009056	Non- Executive- Independent Director	30 <sup>th</sup> July, 2014	30 <sup>th</sup> July, 2014 – 30 <sup>th</sup> September, 2016	1	1	1
Mr.	O P Malhotra	PAN – AHZPM8778R  DIN – 00009086	Non- Executive- Independent Director	30 <sup>th</sup> July, 2014	30 <sup>th</sup> July, 2014 – 30 <sup>th</sup> September, 2016	1	1	-
Mr.	Kanwar Satya Brata Sanyal	PAN – ARPPS5743L  DIN – 00009497	Non- Executive- Independent Director	30 <sup>th</sup> July, 2014	30 <sup>th</sup> July, 2014 – 30 <sup>th</sup> September, 2016	3	2	3
Mr.	Paras K Chowdhary	PAN – ACBPC9088K  DIN – 00076807	Non- Executive- Independent Director	22 <sup>nd</sup> July, 2016	22 <sup>nd</sup> July, 2016 – 30 <sup>th</sup> September, 2016	2	2	-
Mr.	Pradip Roy	PAN – AAHPR4619K  DIN – 00026457	Non- Executive- Independent Director	30 <sup>th</sup> July, 2014	30 <sup>th</sup> July, 2014 – 30 <sup>th</sup> September, 2016	4	2	-

Company Secretary & Chief Legal Officer





Mrs.	Kusum Dadoo	PAN – AHIPD8775G  DIN – 06967827	Non- Executive- Independent Director	1 <sup>st</sup> April, 2015	1 <sup>st</sup> April, 2015 -30 <sup>th</sup> September, 2016	2	1	-
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\$ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive /independent /Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ independent/Nominee)\$
1. Audit Committee	Mr. K S B Sanyal  Mr. C R Paul  Mr. O P Malhotra  Mr. Paras K Chowdhary  Mr. Pradip Roy*	Chairperson - Non-Executive -Independent Director  Non-Executive - Independent Director  Non-Executive - Independent Director  Non – Executive Independent Director  Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. K S B Sanyal  Mr. C R Paul  Mr. O P Malhotra	Chairperson - Non-Executive -Independent Director  Non-Executive - Independent Director  Non-Executive - Independent Director
3. Risk Management Committee (if applicable)	N.A.	N.A.

PHILLIPS CARBON BLACK LTD.  
Company Secretary & Chief Legal Officer



4. Stakeholders Relationship Committee	Mr. C R Paul	Chairperson - Non-Executive - Independent Director
	Mr. K S B Sanyal	Non-Executive - Independent Director

\$ Category of directors means executive / non-executive / independent / nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* Mr. Pradip Roy has been inducted in the Audit Committee of the Board of Directors of the Company at its meeting held on 13<sup>th</sup> May, 2016.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
a.) 13 <sup>th</sup> May, 2016	22 <sup>nd</sup> July 2016  17 <sup>th</sup> August, 2016 *	13 <sup>th</sup> May, 2016 to 22 <sup>nd</sup> July, 2016 – 70 days  22 <sup>nd</sup> July, 2016 to 17 <sup>th</sup> August, 2016 – 26 days

\* As per SEBI Circular No. - CIR/CFD/FAC/62/2016 dated 5<sup>th</sup> July, 2016, an extension of one month has been given for submitting the Financial Results for the quarter ending on 30<sup>th</sup> June, 2016 to comply with the new Indian Accounting Standards (IND – AS). Hence, this gap.

### IV. Meeting of Committees

#### Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
17 <sup>th</sup> August, 2016	Yes, quorum was present.  Members present in the meeting were - Mr. K S B Sanyal, Mr. C R Paul, Mr. O P Malhotra, Mr. Paras K Chowdhary and Mr. Pradip Roy \$	13 <sup>th</sup> May, 2016	96 days *

PHILLIPS CARBON BLACK LTD.

Company Secretary & Chief Legal Officer



\$ Mr. Pradip Roy has been inducted in the Audit Committee of the Board of Directors of the Company at its meeting held on 13<sup>th</sup> May, 2016.

\* As per SEBI Circular No. - CIR/CFD/FAC/62/2016 dated 5<sup>th</sup> July, 2016, an extension of one month has been given for submitting the Financial Results for the quarter ending on 30<sup>th</sup> June, 2016 to comply with the new Indian Accounting Standards (IND – AS). Hence, this gap.

#### **Nomination and Remuneration Committee**

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
No meeting was held for the relevant quarter	N.A.	22 <sup>nd</sup> July, 2016	-

#### **Stakeholders Relationship Committee**

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
No meeting was held for the relevant quarter	N.A.	22 <sup>nd</sup> July, 2016	-

\* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.

#### **V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

**PHILLIPS CARBON BLACK LTD.**

Company Secretary & Chief Legal Officer





**Note:**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words N.A. may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & Remuneration committee
  - c. Stakeholders Relationship Committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here :

**For Phillips Carbon Black Limited**

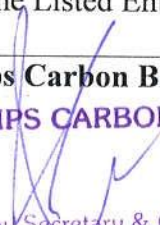
Company Secretary & Chief Legal Officer

Kaushik Mukherjee

Company Secretary and Chief Legal Officer

### ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the Annual Report including balance sheet, Profit & Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note :</b> <ol style="list-style-type: none"> <li>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li> <li>2 If status is "No" details of non-compliance may be given here.</li> <li>3 If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<b>For Phillips Carbon Black Limited</b> <b>PHILLIPS CARBON BLACK LTD.</b>  Company Secretary & Chief Legal Officer <b>Kaushik Mukherjee</b> Company Secretary and Chief Legal Officer		