

Date:- 25th June, 2018

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:- Notice of the 57th Annual General Meeting

We enclose, in terms of Regulation of 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Notice dated 4th May, 2018 convening the Fifty-Seventh (57th) Annual General Meeting of the Company scheduled to be held on Friday, the 27th day of July, 2018 at 10:00 A.M. at 'Dr. R P Goenka Auditorium', International Management Institute, Kolkata, 2/4C, Judges Court Road, Alipore, Kolkata – 700027.

Kindly acknowledge the receipt of the same and oblige.

Thanking you,

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


Kaushik Mukherjee
Company Secretary and Chief Legal Officer

Encl: As above



Phillips Carbon Black Limited

CIN: L23109WB1960PLC024602

Regd. Office: Duncan House, 3rd Floor, 31, Netaji Subhas Road, Kolkata - 700 001

Tel: (033)-6625-1000/1500/1461-64; Fax: 033-2248-0140

E-mail: pcbl@rp-sg.in; Website: www.pcbltd.com

ANNUAL GENERAL MEETING NOTICE TO THE SHAREHOLDERS OF THE COMPANY

Notice is hereby given that the Fifty-seventh Annual General Meeting of the Members of Phillips Carbon Black Limited will be held at "Dr. R. P. Goenka Auditorium", International Management Institute, Kolkata, 2/4C Judges Court Road, Alipore, Kolkata - 700027 on Friday, the 27th day of July, 2018 at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018 including Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend @ 60% (i.e. Rs. 6/- on the face value of Rs. 10/- per equity share) and to declare Final Dividend @ 60% (i.e. Re. 1.20/- on the face value of Rs. 2/- per equity share) for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Sanjiv Goenka (holding DIN 00074796), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s S R Batliboi & Co. LLP, as Statutory Auditors of the Company, and to fix their remuneration and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 ('the Act'), (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation made by the Audit Committee of the Board of Directors of the Company, the re-appointment of the retiring Auditors, M/s. S R Batliboi & Co. LLP, Chartered Accountants, having Registration No 301003E/E300005 to hold office from the conclusion of the 56th AGM of the Company till the conclusion of the 61st AGM of the Company to be held in the year 2022, be and is hereby ratified and the said Auditors be paid such remuneration as may be decided by the Audit Committee of the Board of Directors of the Company."

SPECIAL BUSINESS:

To consider, and if thought fit, to pass with or without modification(s) the following Resolution:

5. (As a Special Resolution):

"Resolved that subject to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended ("FEMA Regulations"), the Consolidated FDI Policy Circular of 2017 dated August 28, 2017 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), together with the applicable subsisting provisions of the Companies Act, 1956 and the rules made thereunder, each as amended and all other applicable acts, rules, regulations, provisions and guidelines, circulars (including any statutory modifications or re-enactments thereof for the time being in force) and subject to notification by the Reserve Bank of India, and such other statutory/regulatory compliances and approvals as may be necessary, and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the limit of investment by Foreign Portfolio Investors (FPIs) and/or Foreign Institutional Investors (FIIs) in the equity share capital of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or direct purchase or acquisition from the open market under the FEMA, increased to 30% (thirty per cent) of the paid-up share capital of the Company, provided however, that the shareholding of foreign investors, including FPIs or FIIs, on its own account and on behalf of each of their SEBI approved sub-accounts in the Company, shall not exceed such limits as may be prescribed, from time to time, under applicable FEMA laws, rules and regulations.

Resolved further that Mr. Kaushik Roy, Managing Director, Mr. Kaushik Mukherjee, Company Secretary & Chief Legal Officer and Mr. Raj Kumar Gupta, Chief Financial Officer, of the Company be and are hereby severally or jointly authorized to do all such acts, things and deeds on behalf

of the Company and make such filings with the regulatory authorities, including the Reserve Bank of India, to effectively implement this Resolution.”

6. (As an Ordinary Resolution)

“Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies Amendment Act, 2017 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. Shome & Banerjee, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company (“the Board”) for the financial year ending 31st March, 2019, with a remuneration of Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only).

Resolved further that, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office : By Order of the Board
31, Netaji Subhas Road
Kolkata - 700 001
CIN: L23109WB1960PLC024602

4th May, 2018 Kaushik Mukherjee
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/Proxies to attend and vote on a poll instead of himself/herself. Such a proxy/proxies need not be a Member of the Company.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of the companies, societies etc., must be supported by appropriate resolutions / authorities, as applicable.
3. **The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means.** Instructions and other information

relating to E-voting are given in the Notice under Note No. 26.

Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from the 20th day of July, 2018 to the 27th day of July, 2018 (both days inclusive).
5. An interim dividend @ 60% (i.e. Rs. 6/- on the face value of Rs. 10/- per equity share) was declared at the meeting of the Board of Directors of the Company held on 24th October, 2017 to those Members whose names appeared on the Company's Register of Members, or appeared as beneficial owners at the close of business on 8th November, 2017 ('Record Date') and the same was paid on and from 13th November, 2017.

If the final dividend @60% (i.e. Re. 1.20/- on the face value of Rs. 2/- per equity share) as recommended by the Board of Directors of the Company at its Meeting held on 4th May, 2018, is declared at the Meeting, the same will be paid on and from Tuesday, the 31st day of July, 2018 to those Members whose names will appear on the Company's Register of Members or who are notified as beneficiaries by the Depositories, viz., National Securities Depository Ltd. and Central Depository Services (India) Ltd. at the close of business on 19th July, 2018 ('Record Date').

6. Members, Proxies and Authorised Representatives are requested to bring their attendance slips enclosed herewith, duly completed and signed, mentioning therein the details of their DP ID and Client ID / Folio No. to the venue of the AGM. Duplicate attendance slips or copies of the Report and Accounts will not be made available at the venue of the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend as and when declared. The Company or its Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participants of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to write to the Company.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, to

provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent.

In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to inform the PINCODE immediately.

9. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 18,31,850/- being the unpaid and unclaimed dividend amount pertaining to the Final Dividend for the Financial Year 2009-2010 on 22nd September, 2017.
10. The Company has been sending reminders to those Members having unpaid / unclaimed dividend before transfer of such dividend(s) to IEPF. Details of the unpaid / unclaimed dividend are also uploaded as per the requirements, in the section "Investor Relations" on the Company's website viz. www.pcblltd.com. Members, who have not yet encashed their dividend pertaining to the Final Dividend for Financial Year 2010-2011, are advised to write to the Company immediately claiming dividends declared by the Company. The Final Dividend for the Financial Year 2010-2011 is due to be transferred to the IEPF immediately after 3rd September, 2018. In case valid claim is not received by that date, the Company will also proceed to transfer the respective shares to the Demat Account of the IEPF Authority ('IEPF Account') in terms of the IEPF Rules.
11. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated IEPF Account within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company will transfer 10,68,695 Equity Shares of the face value of Rs. 2/- each to the IEPF Account pertaining to the Financial Year 2009-10, on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 9th May, 2018 after following the prescribed procedure. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer for the Financial Year 2009-10 are uploaded in the section "Investor Relations" on the website of the Company viz. www.pcblltd.com.

Dividend and corresponding shares, as stated in points 9 and 11 once transferred to IEPF by the Company, may be claimed only from the IEPF Authority by following the procedure prescribed under the IEPF Rules.

Mr. Kaushik Mukherjee, Company Secretary & Chief Legal

Officer is the Nodal Officer of the Company for the purpose of verification of such claims.

12. Members can avail the nomination facility, under Section 72 of the Companies Act, 2013 by submitting Form No. SH.13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be made available on request.
13. The Securities and Exchange Board of India (SEBI) has guided Companies through their Registrar and Share Transfer Agent (RTA) to collect and update the Permanent Account Number (PAN) and bank account details of their physical shareholders. Accordingly the physical shareholders can submit their PAN Card and bank account details with Linktime India Pvt. Ltd., RTA of the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN Card to the Company.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent - Link Intime India Private Limited for the same.
15. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A Consolidated share certificate will be returned to such Members after making requisite changes thereon.
16. In case of Joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC code and address of the bank with pin code number, if not furnished earlier.
18. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depositories for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. With regard to the same, Members whose e-mail i.d.s are registered with our Registrar and Share Transfer Agent, viz. Link Intime India Pvt. Ltd, shall also receive a communication from our Registrar wherein Members shall be informed about the Service of Documents to them in Electronic Mode and in case, they wish to register a different e-mail i.d., they can also update the same with their Depository Participant, in case of shares held in demat

mode and with the Registrar and Share Transfer Agent, in case of shares held in physical mode.

19. The route map showing directions to reach the venue of the Fifty Seventh (57th) AGM is annexed hereto.
20. Electronic copy of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being also sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes. For Members who have not registered their email addresses, physical copies of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
21. Electronic copy of the Annual Report for Financial Year 2017-2018 is being sent to all Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for Financial Year 2017-2018 is being sent in the permitted mode.
22. Members may also note that the Notice of the 57th Annual General Meeting, Attendance Slip, Proxy Form and Route Map will be available on the Company's website at www.pcbltd.com and also on the website of NSDL at <https://www.evoting.nsdl.com> for their download. The Annual Report for Financial Year 2017-2018 will be available on the Company's website www.pcbltd.com for their download. The physical copies of the aforesaid documents will also be available at the Secretarial Department of the Company's Registered Office in Kolkata for inspection during normal business hours (10.00 am to 6.00 pm) on all working days, up to the date of Annual General Meeting and shall also be available at the venue of the Annual General Meeting of the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, by post free of cost, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id – pcbl.investor@rp-sg.in.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
24. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting at least 3 days before the AGM.
25. Details as required in sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking re-appointment at the Annual General Meeting, forms an integral part of the Notice. The Director has furnished the requisite declaration for his re-appointment.
26. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members, facility to exercise their right to vote on the Resolutions proposed to be considered at the 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM ("Remote e-Voting") will be provided by National Securities Depository Limited (NSDL).
 - II. Members of the company, instead of casting their votes by the aforesaid "Remote E-voting" may cast their votes at the venue of the Annual General Meeting through physical ballot papers, which shall be made available at the venue of the AGM and only such Members attending the meeting, who have not cast their vote by Remote e-voting, shall be able to exercise their right to vote at the Meeting through ballot papers.
 - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their votes again.
 - IV. The remote e-voting period commences on 24th July, 2018 (9:00 am IST) and ends on 26th July, 2018 (5:00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th July, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - V. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 - VI. The process and manner for Remote E-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/with your existing IDEAS login>. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’

which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c. How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit Client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholder

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anjanroy2003@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL on toll free no: 1800-222-990. In case of any grievance related to voting by electronic means, you may please contact Mr. Amit Vishal, Senior Manager, NSDL / Ms. Pallavi Mhatre, Asst. Manager, NSDL at 022 2499 4360 / 022 2499 4545 and send an e-mail to evoting@nsdl.co.in and amitv@nsdl.co.in/pallavid@nsdl.co.in.
- VIII. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- IX. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
- X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XI. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th July, 2018.
- XII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 20th July, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIV. Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the rules thereof, Mr. Anjan Kumar Roy, Practicing Company Secretary, (Membership No. FCS 5684) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Papers" for all those Members who are present at the AGM but have not cast their votes by availing the mode of Remote E-voting facility.

XVI. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company www.pcblltd.com and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company and shall be forwarded to the National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange Limited.

27. For convenience of the Members and proper conduct of the Meeting, entry to the Meeting venue will be regulated by the Attendance Slip, which is enclosed with this Notice. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

28. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

29. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available at the Secretarial Department of the Company's Registered Office in Kolkata for inspection during normal business hours (10.00 am to 6.00 pm) on all working days, up to the date of Annual General Meeting and shall also be available at the venue of the Annual General Meeting of the Company.

30. It is hereby informed that the Members of the Company shall be allowed to enter the venue of the AGM only on or after 9:30 A.M.

Registered Office :
31, Netaji Subhas Road
Kolkata - 700 001
CIN: L23109WB1960PLC024602

4th May, 2018

By Order of the Board

Kaushik Mukherjee
Company Secretary

I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

As per the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the permissible limit under portfolio investment scheme is restricted to 24% of the paid-up share capital of the Company and the same can be raised to 30% of the paid-up share capital of the Company through a resolution by the Board of Directors followed by a special resolution to that effect by the shareholders at the General Meeting. The Board at their meeting held on 4th May, 2018 has resolved to increase the aggregate investment limit of foreign portfolio investors/foreign institutional investors to 30% in the Company.

Accordingly, consent of the Members is sought for passing a Special Resolution for increasing the limit of shareholding by FPIs / FIIs to 30% of the paid-up share capital of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Resolution as set out in Item No. 5 of the Notice be passed by the Members of the Company as a Special Resolution.

ITEM No. 6

The Board of Directors, on the recommendation of the Audit Committee, has approved at their Meeting held on 4th May, 2018, the appointment and remuneration of M/s. Shome & Banerjee, Cost Accountants, the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2019 at a remuneration of Rs. 4,50,000/- (Rupees four lacs fifty thousand only).

In accordance with the provisions of Section 148 of the Act as amended by the Companies Amendment Act, 2017 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

None of the Directors, Key Managerial Personnel, and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends the passing of the Resolution by the Members of the Company as set out in Item No. 6 of the Notice.

II. DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

(i) RE-APPOINTMENT OF MR. SANJIV GOENKA

Item No. 3

Mr. Sanjiv Goenka, Chairman of the RP-Sanjiv Goenka Group, is a former member of the Prime Minister's Council on Trade & Industry. He has been the youngest-ever President of Confederation of Indian Industry (CII) and also a former President of All-India Management Association (AIMA). He is the Chairman of the Board of Governors, Indian Institute of Technology (IIT), Kharagpur and the Chairman of International Management Institute (IMI) which has campuses in Delhi, Kolkata and Bhubaneswar. He is also the Honorary Consul of Canada in Kolkata.

Apart from being a Director of the Company since October, 1986 and presently its Chairman, Mr. Goenka is on the Boards of CESC Limited, Saregama India Limited, Firstsource Solutions Limited, Spencer International Hotels Limited, Spencer and Company Limited and Eveready Industries India Ltd. He is also the Chairman of the Board of Directors of the first three of these six companies.

Mr. Goenka is a Member of the Audit Committee of CESC Limited, Chairman of Stakeholders Relationship Committee of CESC Limited and Saregama India Limited and Chairman of Corporate Social Responsibility Committee of CESC Limited. Mr. Goenka does not hold by himself or for any other person in any manner, any shares in the Company. He is not related to any other director of the Company except with Mr. Shashwat Goenka.

Mr. Goenka is aged 57 years and is a Commerce graduate. The Board recommends the Resolution in relation to his re-appointment as a Director, for the approval by the Members of the Company.

Except Mr. Goenka being the appointee and Mr. Shashwat Goenka, being related to Mr. Sanjiv Goenka, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No. 3 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Registered Office :
31, Netaji Subhas Road
Kolkata - 700 001
CIN: L23109WB1960PLC024602

4th May, 2018

By Order of the Board

Kaushik Mukherjee
Company Secretary

