

Notice

Notice is hereby given that the Fifty-third Annual General Meeting of the Members of Phillips Carbon Black Limited will be held at "Uttam Mancha", 10/1/1, Monoharpukur Road, Kolkata - 700 026, on Wednesday, the 30th July, 2014 at 10.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at that date, the Statement of Profit and Loss and the Consolidated Financial Statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. 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.
3. To appoint a Director in place of Mr. Paras K. Chowdhary (holding DIN 00076807), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors ('the Board'), the retiring Auditors, M/s. Price Waterhouse (Firm Registration No. 301112E) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty – sixth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) and to fix their remuneration for the financial year ending 31st March, 2015."

SPECIAL BUSINESS:

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

5. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. O P Malhotra (holding DIN 00009086), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of

Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice."

6. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Ram S Tarneja (holding DIN 00009395), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice."

7. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. C R Paul (holding DIN 00009056), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice."

8. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K S B Sanyal (holding DIN 00009497), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to

hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice.”

9. (As an Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Pradip Roy (holding DIN 00026457), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th July, 2019, on the terms and conditions referred to in the explanatory statement of material facts annexed to the Notice.”

10. (As an Ordinary Resolution)

“RESOLVED THAT Mr. Altaf Jiwani (holding DIN 05166241), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April, 2014, in terms of Section 161 (1) of the Companies Act, 2013 read with Article 93(1) of the Articles of Association of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

11. (As a Special Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the appointment of Mr. Altaf Jiwani (holding DIN 05166241), as a Whole Time Director of the Company, retiring by rotation with the designation “Chief Financial Officer” for a period of three years effective from 1st April, 2014, on the terms and conditions of appointment and remuneration as contained in the draft agreement, to be executed by the Company with Mr. Altaf Jiwani, a draft of which initialed by the Chairman for the purpose of identification is placed before the meeting as also set out in the Explanatory Statement attached to this Notice.”

12. (As a Special Resolution)

“RESOLVED THAT in supersession of the earlier resolution passed by the Members at the Annual General Meeting of the Company held on 29th July, 2011 in terms of provisions of Section 293(1)(d) of the Companies Act, 1956, consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors of the Company, for borrowing any sum or sums of money from time to time from any one or more of the Financial Institutions, Government/Government bodies, Company's Bankers and/or other persons, Firms or Bodies Corporate, whether by way of Term Loans, Cash Credit, Advance, Deposits, Bills Discounting, issue of instruments and securities such as bonds, debentures, commercial paper and other debt securities or otherwise, and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 1000/- crores (Rupees one thousand crores only) exclusive of interest. The Board of Directors are hereby further authorised to execute such deeds of debentures and debenture trust deeds for mortgage, charge, hypothecation, lien, promissory notes, deposits receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the Board of Directors may think fit and that for the purpose of implementation of this Resolution, the Board may act through any member thereof or any other person duly authorized by the Board in that behalf.”

13. (As a Special Resolution)

“RESOLVED THAT in supersession of the earlier resolution passed by the Members at the Annual General Meeting of the Company held on 27th July, 2012 in terms of provisions of Section 293(1)(a) of the Companies Act, 1956, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors of the Company for mortgaging and/or charging on such

terms and conditions and at such time or times, and in such form and manner, as it may think fit, the Company's present and/or future properties, whether immovable or movable, tangible or intangible comprised in any existing or new undertaking or undertakings of the Company, as the case may be, in favour of Lenders, Agents and/or Trustees for securing the long term, short term including working capital loans and medium term borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments issued/to be issued by the Company as also deferred sales tax loans availed/to be availed by various units of the Company, from time to time, subject to the limits approved / as may be approved by the Members under Section 180(1)(c) of the Companies Act, 2013 as also the interest on the principal amounts at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, premium (if any) on redemption, remuneration of agent(s)/trustee(s), all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement, debenture trust deed(s) and/or any other deed(s) or document(s) entered into/ to be entered into between the Company and the lender(s)/agent(s)/trustee(s)/state government(s)/agency(ies) representing various state government(s) and/or other agencies etc. in respect of the said loans/ borrowings/ debentures/securities/deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors of the Company (including any Committee thereof) and the lender(s)/ agent(s)/trustee(s)/ state government (s)/agency(ies), etc.

Resolved Further that the securities to be created by the Company as aforesaid may rank prior/pari passu/ subservient with/to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking paripassu or otherwise as may be thought expedient by the Board of Directors or its Committee and as may be agreed to between the concerned parties.

Resolved Further that, the Board or its Committee or Persons authorized by the Board, be and is/are hereby authorized to finalise, settle and execute any and all agreements, documents, deeds, writings and papers as may be necessary for creating the mortgages and/or

charges as aforesaid and to do all acts, deeds, matters and things as it/they may, in its/their absolute discretion consider necessary, desirable or expedient for implementing this resolution and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company."

14. (As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, 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, 2015, be paid a remuneration of Rs. 3,00,000/- (Rupees three lacs 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 :

31, Netaji Subhas Road
Kolkata – 700 001
29th April, 2014

By Order of the Board

Kaushik Mukherjee
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Businesses to be transacted at the Annual General Meeting is attached 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.**
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.

3. The Register of Members and Transfer Books of the Company shall remain closed from 20th June, 2014 to 30th June, 2014 (both days inclusive).
4. The Company has transferred all unclaimed or unpaid Dividend declared upto the financial year ended 31st March, 2005 to the Investor Education and Protection Fund (IEPF) of the Central Government pursuant to Section 125(1) of the Companies Act, 2013.
5. No Dividend has been declared for the Financial Year ended 31st March, 2006. Dividend for the Financial Year ended 31st March, 2007 and thereafter, which remain unclaimed or unpaid for a period of seven years will be transferred to the IEPF under Section 124(5) of the Companies Act, 2013. Members who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2007 or any subsequent financial years are requested to submit their claims to the Registered Office of the Company. It may also be noted that once the unclaimed dividend is transferred to IEPF as stated no further claim shall be entertained by the Company in respect thereof. The dividend for the financial year ended 31st March, 2007 is due to be transferred to the aforesaid Fund immediately after 2nd September, 2014.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of information thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2003 - 2005 on the website of IEPF viz. www.iepf.gov.in and under "Investor Relations" section on the Website of the Company viz. www.pcblltd.com

6. Members can avail of 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.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent/Share Department of 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 Registrars 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 Company's Registrars and Share Transfer Agent.

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

9. 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 Registrars and Share Transfer Agent - Link Intime India Private Limited.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrars 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.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrars and Share Transfer Agent/Depositories.
12. Electronic copy of the Annual Report for Financial Year 2013 - 2014 is being sent to all members whose email IDs are registered with the Registrars 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 address, physical copies of the Annual Report for Financial Year 2013-2014 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 53rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Registrars 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

address, physical copies of the Notice of the 53rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

14. Members may also note that the Notice of the 53rd Annual General Meeting and the Annual Report for Financial Year 2013-2014 will also be available on the Company's website: www.pcblltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id – kaushik.mukherjee@rp-sg.in

15. Details under revised Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

16. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at 53rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

I. The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL {for members whose email IDs are registered with the Registrars and Share Transfer Agent/Depository Participants}

- (i) Open email and open PDF file viz; "PCBL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password noted in step(i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with

minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on "e-voting - Active E-voting cycles."
- (vii) Select Electronic Voting Event Number ("EVEN") of Phillips Carbon Black Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolutions, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pcb1.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Registrars and Share Transfer Agent/Depository Participants or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for AGM:

EVEN	USER ID	PASSWORD
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

- V. The e-voting period commences on Thursday, the 24th July, 2014 (9.00 am) and ends on Saturday, the 26th July, 2014 (6.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialization form, as on the cut off date (record date) of 19th June, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on an resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 19th June, 2014.
- VII. E-voting right cannot be exercised by a Proxy.
- VIII. Mr. Anjan Kumar Roy, Practicing Company Secretary, (Membership No. FCS 5684) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- X. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pcblltd.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and will also be forwarded to all the Stock Exchanges in India, where the Shares of the Company are Listed.
17. 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.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days, up to and including the date of Annual General Meeting of the Company.

Registered Office :
31, Netaji Subhas Road
Kolkata - 700 001
29th April, 2014

By Order of the Board
Kaushik Mukherjee
Company Secretary

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

Item No. 5

Mr. O P Malhotra (82) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December, 1989. Mr. O P Malhotra is a Member of Audit and Nomination & Remuneration Committee, of the Board of Directors of the Company.

Mr. O P Malhotra is a B.Chem, Engg., M.I.E., F.I.I., Ch.E. Mr. O P Malhotra is associated with the RPG Group since 1962 and under his able and valued supervision, the Company during the period 1993-94, undertook the modernisation of its plant at Durgapur.

Mr. O P Malhotra is presently holding Directorship in Alpha Carbon Ltd., Chembond Chemicals Ltd., and Chembond Ashland Water Technologies Ltd. Mr. O P Malhotra is a Compensation Committee Member of Chembond Chemicals Ltd. Mr. O P Malhotra does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. O P Malhotra retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. O P Malhotra being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 29th July, 2019. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Mr. O P Malhotra as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. O P Malhotra fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. O P Malhotra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. O P Malhotra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. O P Malhotra as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. O P Malhotra, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. This Explanatory Statement may also be

regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 6

Dr. Ram S Tarneja (82) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in October, 1993. Dr. Ram S Tarneja is a Member of Audit Committee, of the Board of Directors of the Company.

Dr. Ram S Tarneja is a B.A. (Hons.) Delhi, M.A. (Delhi and Virginia), Ph.D (Cornell). Dr Ram S Tarneja was the Managing Director of Bennett, Coleman & Co. Ltd until May, 1991 and continued to be on the Board till 06.08.2011. His present Chairmanships include, among others, that of Jollyboard Ltd., Nissin ABC Logistics Pvt. Ltd, Mohandevi Tarneja Memorial Trust, Pan Asian Management & Rural Research Organisation and The EFI Social & Labour Research Foundation.

Dr. Ram S Tarneja is presently holding Directorship in Bharat Gears Ltd., GIVO Ltd., Housing Development Finance Corporation Ltd., Jollyboard Ltd., NESCO Ltd., Otis Elevator Company (I) Ltd., Phoenix Township Ltd., SOWIL Ltd., Transcorp International Ltd., Arim Metal Industries Pvt. Ltd., Nissin ABC Logistics Pvt. Ltd., RITCO Travels and Tours Private Ltd. Dr. Ram S Tarneja is a Chairman of Audit Committee of Bharat Gears Ltd. and Member of Audit Committee of Jolly Board Ltd., NESCO Ltd., Otis Elevators India Co. Ltd. and Transcorp International Ltd. and a Chairman of Stakeholders Relationship Committee of Housing Development Finance Corporation Ltd. Dr. Ram S Tarneja is also a Chairman of Nomination and Remuneration Committee of Nissin ABC Logistics Pvt. Ltd. and a Member of Nomination and Remuneration Committee of GIVO Ltd. Dr. Ram S Tarneja does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Dr. Ram S Tarneja retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Ram S Tarneja being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 29th July, 2019. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Dr. Ram S Tarneja as a candidate for the office of Director of the Company.

In the opinion of the Board, Dr. Ram S Tarneja fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Ram S Tarneja as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of

the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Ram S Tarneja as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Ram S Tarneja as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. Ram S Tarneja, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 7

Mr. C R Paul (86) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December, 1989. Mr. C R Paul is a Member of Audit Committee and Nomination and Remuneration Committee and Chairman of the Stakeholders Relationship Committee of the Board of Directors of the Company.

Mr. C R Paul is a M.Sc., FIEE. Mr. C R Paul is a noted corporate advisor of RP-Sanjiv Goenka Group, one of the India's top industrial houses and Ex-Managing Director of CESC, having a keen interest in Electrical and Thermal Power. He was also associated with the Govt. of India, Environment Appraisal Committee for Thermal Power Projects as a Member.

Mr. C R Paul is not a Director in any other company. Mr. C R Paul does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. C R Paul is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. C R Paul being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 29th July, 2019. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Mr. C R Paul as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. C R Paul fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. C R Paul as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the

members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. C R Paul as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. C R Paul as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. C R Paul, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 8

Mr. K S B Sanyal (81) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in February, 1995. Mr. K S B Sanyal is a Chairman of the Audit Committee and Nomination and Remuneration Committee and Member of the Stakeholders Relationship Committee of the Board of Directors of the Company.

Mr. K S B Sanyal is a MA, CBIM, FIP (LONDON). Mr. K S B Sanyal was the Chairman and Managing Director of Andrew Yule & Company Limited. He was also the Sheriff of Calcutta. He is a Member of the Governing Body of HelpAge India.

Mr. K S B Sanyal is presently holding Directorship in IFGL Refractories Ltd., Cimmco Ltd., Woodlands Multispeciality Hospital Limited and IFGL Exports Ltd. Mr. K S B Sanyal is a Chairman of Audit Committee of IFGL Refractories Ltd., and a Member of Audit Committee of Cimmco Ltd., Chairman of Stakeholders Relationship Committee of IFGL Refractories Ltd. and a Member of Nomination and Remuneration Committee of IFGL Refractories Ltd. Mr. K S B Sanyal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. K S B Sanyal is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. K S B Sanyal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 29th July, 2019. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Mr. K S B Sanyal as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. K S B Sanyal fulfills the conditions specified in the Companies Act, 2013 and rules

made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. K S B Sanyal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. K S B Sanyal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. K S B Sanyal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. K S B Sanyal being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 9

Mr. Pradip Roy (65) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2011.

Mr. Pradip Roy, is a CAIIB, a Management graduate from Faculty of Management Studies, Delhi University and also holds a B.Sc. (Hons.) degree in Petroleum Engineering. He did his engineering from Indian School of Mines, Dhanbad. He has undergone training in investment appraisal and management from Harvard University, Cambridge, U.S.A. Mr. Pradip Roy began his banking career by joining Bank of India as a probationary officer in October 1972. After working for 6 and half years with Bank of India as an officer, he joined IDBI in 1979 and after working in various capacities over a span of 29 years, he retired as Executive Director in 2008. Thereafter, he worked with UTI AMC Limited as a full time advisor for about 3 and half years. Presently, Mr. Pradip Roy is a Senior Advisor with the American Investment Advisory firm, Lincoln International Advisors Private Limited and Pipavav Defense and Offshore Engineering Company Limited. Mr. Pradip Roy was appointed by the Government of India as a representative of the financial sector on the Working Group on Ports & Shipping under the Chairmanship of Secretary, Ministry of Shipping, Government of India in August 2010. His paper on power sector was selected for personal presentation by the World Energy Congress held in Buenos Aires, Argentina, in October, 2001.

Mr. Pradip Roy is presently holding Directorship in Noida Power Company Limited, Firstsource Solutions Ltd, IL & FS

Infra Asset Management Ltd., GVK Industries Ltd. and Precision Wires India Limited. Mr. Pradip Roy is a Member of Audit Committee of IL & FS Infra Assets Management Ltd., GVK Industries Ltd. and Precision Wires India Limited, Member of Stakeholders Relationship Committee of IL & FS Infra Assets Management Ltd., Chairman of Risk Management Committee of IL & FS Infra Assets Management Ltd. and a Member of Nomination and Remuneration Committee of Precision Wires India Limited. Mr. Pradip Roy does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Pradip Roy is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Pradip Roy being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 29th July, 2019. A notice has been received from a member u/s 160 (1) of the Companies Act, 2013 proposing Mr. Pradip Roy as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Pradip Roy fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Pradip Roy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pradip Roy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Pradip Roy as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Pradip Roy being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 10

Mr. Altaf Jiwani, (47) Chief Financial Officer, was appointed by the Board of Directors ("the Board") as an Additional Director of the Company with effect from 1st April, 2014, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 93(1) of the Articles of Association of the Company. Mr. Altaf Jiwani holds office as a Director of the Company

upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mr. Altaf Jiwani, for the office of the Director of the Company.

The Board recommends the resolution in relation to appointment of Mr. Altaf Jiwani as a Director, for the approval by the shareholders of the Company.

Except Mr. Altaf Jiwani being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 11

Mr. Altaf Jiwani is qualified as BE (Production) and MMS (Finance). He has more than 20 years of experience in Corporate Finance across industries such as, electrical, textile and automobile. He has developed expertise in the areas of Foreign Exchange, Risk Management and Trade Finance and received the 'Outstanding Achiever' Award within RPG Group in 2007-08. He has significantly contributed in derisking the business model of Phillips Carbon Black Limited in his role as CFO.

Mr. Altaf Jiwani is presently holding Directorship in DCB Bank Limited and he is also a Member of Audit Committee of DCB Bank Limited. Mr. Altaf Jiwani does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Altaf Jiwani as the Whole Time Director and the remuneration payable to him. The terms and conditions proposed are keeping in line with the remuneration package that is necessary to continue to encourage good professional managers with a sound career record to important position such as that occupied by Mr. Altaf Jiwani.

The proposed appointments and the terms of remuneration are in accordance with the conditions specified in Schedule V to the Companies Act, 2013.

The terms and conditions governing the appointments referred to above as Wholetime Director for the period 1st April, 2014 to 31st March, 2017 are contained in the draft Agreement as tabled in the meeting. The principal terms and conditions set out in the draft Agreement are as follows :-

Basic Salary	: 2,46,000/- per month
Management Allowance	: 2,46,000/- per month
Customised Allowance Pool	: 3,55,300/- per month

Perquisites

In addition to the above remuneration, Mr. Altaf Jiwani shall be entitled to the following perquisites :

- (i) Personal accident insurance, encashment of leave at the end of the tenure of service, club fees, medical insurance and privilege leave on full pay and allowance etc. in accordance with the Rules of the Company.
- (ii) Subject to any statutory ceiling, Mr. Altaf Jiwani may be given any other allowance, performance bonus/incentive, perquisites, benefits and facilities as the Board of Directors of the Company may from time to time decide.
- (iii) Valuation of perquisites shall be done as per the Income Tax Rules, wherever applicable. In absence of any such rule, the perquisites shall be evaluated at actual cost.
- (iv) Company's contribution to the Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of Income Tax Act.
- (v) Gratuity :One half of a month's salary for each completed year of service in accordance with the Rules of the Company.

General Exemption: Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity payable and Leave Encashment at the end of the tenure shall not be included in the computation of the ceiling on Remuneration under Schedule V of the Companies Act, 2013.

Provisions of cars with driver for use on Company's business and telephone will not be considered as perquisites. Personal long distance calls and use of cars for private purpose shall however be billed by the Company.

Payment of the above remuneration to Mr. Altaf Jiwani has been approved by the Nomination and Remuneration Committee of the Board duly held on 29th April, 2014 and will be in accordance with Schedule V to the Companies Act, 2013 as applicable.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to Mr. Altaf Jiwani in accordance with the provisions of the Companies Act, 2013 or any amendment made therein or with the approval of the Central Government, if required.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during the tenure of the appointment, Mr. Altaf Jiwani will be entitled to draw the subsisting remuneration as Minimum Remuneration

subject to the provisions of Schedule V of the Companies Act, 2013.

Mr. Altaf Jiwani does not have any interest in the capital of the Company, directly or indirectly or through any other statutory structures, nor has any direct or indirect interest nor is related to any of the directors or promoters of the Company at any time during last two years before or on the date of the appointment and possesses requisite qualification and expertise with specialized knowledge in the field of his profession.

The Agreement to be executed by the Company with Mr. Altaf Jiwani is available for inspection by members at the Registered Office of the Company between 10.00a.m to 12.00 noon on any working day of the Company and will also be available at the Meeting.

The Board recommends the resolution as set out at Item no. 11 of the Notice in relation to appointment of Mr. Altaf Jiwani as a Whole Time Director, for the approval by the shareholders of the Company.

Except Mr. Altaf Jiwani being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 11 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 12

The Members of the Company, at the Annual General Meeting held on 29th July, 2011 had accorded by way of an ordinary resolution, their approval to the Board of Directors of the Company and /or a Committee thereof for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) not exceeding the paid up share capital of the Company and its free reserves by Rs. 1,000.00 crores.

However, after the applicability of the provisions of Section 180(1) (c) of the Companies Act, 2013, a Company can borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the approval of members of the Company by way of Special Resolution.

The Board recommends the resolution as set out at Item no. 12 of the Notice be passed in the interest of the Company.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors, Key Managerial personnel, and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.