Notice is hereby given that the Sixtieth Annual General Meeting (AGM) of the Members of Phillips Carbon Black Limited will be held on Tuesday, the 22nd day of June, 2021, at 10:30 A.M. Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility to transact following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2021 including Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

2. To confirm the payment of Interim Dividend @ 350%, (i.e. ₹ 7/- per equity share of ₹ 2/- each), already paid for the financial year ended 31st March, 2021.

3. To appoint a Director in place of Mrs. Preeti Goenka (holding DIN 05199069), who retires by rotation and, being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

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

4. **(As an Ordinary Resolution)**

   “Resolved that pursuant to the provisions of Sections 149, 150, 152, 161 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 and with Article 93(1) of the Articles of Association of the Company, Mrs. Rusha Mitra (DIN 08402204), who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from 8th April, 2021 and who holds office only up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Woman Director of the Company and be also appointed as a Non-Executive Independent Director of the Company for the first term, not liable to retire by rotation, for a period of five years with effect from 8th April, 2021.

   Resolved further that the Board of Directors of the Company 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 the aforesaid Resolution.”

5. **(As an Ordinary Resolution)**

   “Resolved that pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration of M/s. Shome & Banerjee, Cost Accountants, (Firm Registration No 000001), appointed as the Cost Auditors by the Board of Directors of the Company ("the Board") for the financial year ending 31st March, 2022 to conduct cost audits relating to cost records of the Company and that the said Cost Auditors be paid a remuneration of ₹ 5,50,000 (Rupees Five Lakhs Fifty Thousand only) plus applicable taxes.

   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 the aforesaid Resolution.”
NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) setting out material facts relating to the Special Business to be transacted at the Annual General Meeting (‘AGM’) is annexed hereto. The Board of Directors of the Company at its Meeting held on 21st April, 2021 considered that the Special Business under Items Nos. 4 and 5, being considered unavoidable, be transacted at the 60th AGM of the Company.

2. General instructions for accessing and participating in the 60th AGM through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) Facility.

A.  
   1) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and all other relevant circulars issued from time to time and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 as amended by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (“SEBI Circulars”), by virtue of which relaxations have been given to the companies, whose AGMs were due to be held in the year 2020 or would become due in the year 2021, to conduct their AGMs on or before 31st December, 2021, through VC/OVAM, the 60th AGM of the Company is being conducted through VC/OVAM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 60th AGM shall be the Corporate Office of the Company situated at 2/4 Judges Court Road, Alipore, Kolkata – 700027. Hence, Members can attend and participate in the AGM through VC/OVAM only. The detailed procedure for participating in the Meeting through VC/OVAM is annexed herewith (Refer Serial No. 29 of these Notes).

   ii) VC/OVAM – Major Guidelines:
      a) Members are requested to join the AGM through VC/OVAM mode not later than 10:15 am IST by following the procedures mentioned later in these Notes (Refer to Serial No. – 29). Facility for joining the VC/OVAM shall be kept open for the Members from 10:00 a.m. IST and may be closed at 10:45 a.m. IST or thereafter.
   
      b) Members may note that the VC/OVAM facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 60th AGM without any restriction on account of first-come-first-served principle.
   
      c) i) Members are requested to express their views/send their queries in advance mentioning their name, DP ID and Client ID number /Folio No., email ID, mobile no. at pcbl.agm2021@rpsg.in till 4 p.m. (IST) on Monday, 18th day of June, 2021.

   (ii) Members who would like to ask questions during the Sixtieth AGM of the Company need to register themselves as a speaker by sending their requests preferably along with their questions mentioning their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company’s email address at pcbl.agm2021@rpsg.in latest by 4 p.m. (IST) on Friday, the 18th day of June, 2021.

   d) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

   e) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

B. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 60th AGM. However, in pursuance of Section 113 of the Act, the Body Corporates are entitled to appoint their authorised representatives to attend the AGM through VC/OVAM and participate thereat and cast their votes through e-voting during the 60th AGM of the Company.

C) In line with the MCA Circulars and SEBI Circulars, the Notice of the 60th AGM of the Company has been uploaded on the website of the Company at wwwpcblltd.com. The Notice can also be accessed from the websites of the Stock Exchanges, namely, National Stock Exchange (NSE) at www.nseindia.com, and Bombay Stock Exchange (BSE) at www.bseindia.com and the AGM Notice is also available on the website of National Securities Depository Limited (NSDL) (Agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

D) Since the AGM will be held through VC / OVAM Facility, the Route Map is not annexed to this Notice.

E) NSDL will be providing facility for voting through remote e-Voting, for participation in the 60th AGM through VC/OVAM facility and e-Voting during the 60th AGM.

F) The attendance of the Members attending the AGM through VC/OVAM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

G) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 60th AGM and facility for those Members participating in the 60th AGM to cast vote through e-Voting system during
the 60th AGM. For this purpose, the Company has entered into an agreement with NSDL as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-Voting on the date of the AGM will also be provided by NSDL.

H) The 60th AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA and SEBI Circulars.

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. 29 hereunder.

4. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing pandemic situation, owing to the difficulties involved in dispatching of the physical copies of the Notice of the 60th AGM and the Annual Report of the Company for the financial year ended 31st March, 2021 including therein the Audited Financial Statements for the year 2020-21, the afore-mentioned documents are being sent only by email to the Members. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 60th AGM of the Company along with the Annual Report for the financial year 2020-21 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below:-

a.) For Members holding shares in physical form, please send a scanned copy of the signed request letter mentioning your Folio Number, Name of shareholder, complete address, mobile number, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA’s email address – kolkata@linkintime.co.in.

b.) For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the 60th AGM of the Company and the Annual Report for the financial year 2020-21, inter alia, indicating the process and manner of e-voting will be available on the Company’s website at www.pcbltd.com, the websites of the Stock Exchanges, namely, NSE and BSE respectively and also on the website of NSDL at www.evoting.nsdl.com for their download.

Taking into account the COVID-19 scenario, it is encouraged by the Company for its Members to view the full version of the AGM Notice along with the Annual Report of the Company for the Financial Year 2020-21 in electronic mode from the website of the Company, viz., www.pcbltd.com.

However, the copies of the aforesaid documents will also be available for inspection in the “Investor Relations” segment in the website of the Company at www.pcbltd.com.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from the 16th day of June, 2021 to the 22nd day of June, 2021 (both days inclusive).

7. An interim dividend @ 350% (i.e. ₹ 7/- per equity share of ₹ 2/- each), was declared at the Meeting of the Board of Directors of the Company held on 20th January, 2021 to those Members whose names appeared on the Company’s Register of Members, or appeared as beneficial owners at the close of business on 2nd February, 2021 (‘Record Date’) and the same was paid on and from 12th February, 2021.

8. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from 1st April 2020 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (“the IT Act”).

In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the RTA’s email address – kolkata@linkintime.co.in or to the Company’s email address at pcb.investor@rpsg.in. For details, Members may refer to the Communication related to “Tax Deduction at Source (TDS) on Dividend” available in the “Investor Relations” Section on the website of the Company at www.pcbltd.com.

9. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants.

Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means (“Electronic Bank Mandate”), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to the RTA’s email address – kolkata@linkintime.co.in or to the Company’s email address at pcb.investor@rpsg.in.

a. signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:

i.) Name and Branch of Bank and Bank Account type;

ii.) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;

iii.) 11-digit IFSC Code;

b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

c. self attested scanned copy of the PAN Card; and

d. self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member, as registered with the Company.

For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
10. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Bankers' cheques/ demand draft to such Member, as soon as possible.

11. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the RTA's email address at kolkata@linkintime.co.in or to the Company's email address at pcb.investor@rpsg.in. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year does not exceed ₹ 5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/Registrar and Share Transfer Agent of the Company, the tax will be deducted at a higher rate of 20%.

12. Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence.

For detailed disclosures and requirements, Members may refer to the Communication related to “Tax Deduction at Source (TDS) on Dividend” available in the “Investor Relations” Section on the website of the Company at www.pcblltd.com.

13. 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.

14. 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 ₹ 2,62,186 (Rupees Two lakhs sixty two thousand one hundred and eighty six only) being the unpaid and unclaimed dividend amount pertaining to the Final Dividend for the Financial Year 2012-2013 on 29th September, 2020.

15. The Company has been sending reminders to Members having unpaid / unclaimed dividend before transfer of such dividend(s) to the Investor Education and Protection Fund (IEPF), set up by the Government of India. Details of the unpaid / unclaimed dividend are also uploaded as per the requirements, under “Investors Relations” section on the Company’s website viz. www.pcblltd.com. The Company did not declare any Dividend during the Financial Year 2013-14. Accordingly, Members, who have not yet encashed their dividend pertaining to the Final Dividend for Financial Year 2014 -15 are advised to write to the Company immediately claiming dividends declared by the Company. The Final Dividend for the Financial Year 2014-15 is due to be transferred to the IEPF Fund immediately after 5th September 2022. 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 by following the prescribed procedure.

16. Pursuant to the provisions of IEPF Rules, all shares of the Company in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority (‘IEPF Account’) within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company transferred 75,000 Equity shares of the face value of ₹ 2/- each to the IEPF Account pertaining to the Financial Year 2012-13, on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 26th October, 2020 after following the prescribed procedure. In this regard, the Company has individually informed the Members concerned and also published notice in the newspapers as per the IEPF Rules. The details of such Members and shares transferred for the Financial Year 2012-13 are uploaded in the "Investors Relations" Section of the website of the Company viz. www.pcblltd.com.

17. Dividend and corresponding shares, as stated in Points 15 and 16 above, 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.

18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the website of the Company www.pcblltd.com. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime India Private Limited in case the shares are held in physical form.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account No. by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN and Bank Account No. to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Registrar and Share Transfer Agent/ Secretarial Department of the Company.

20. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above,
Members are advised to dematerialize shares, if held by them in physical form.

21. 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 holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

22. Non-resident Indian Members are requested to inform Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (‘RTA’), 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 and address of the bank with pin code number, if not furnished earlier.

23. 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 RTA/Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.

24. Electronic copies of all the documents referred to in the accompanying Notice of the 60th AGM of the Company and in the Statement annexed to the said Notice shall be available for inspection in the “Investor Relations” section of the website of the Company at www.pcblltd.com.

25. During the 60th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon using the login method explained at Point No. 29(A) “Access to NSDL e-Voting system. After successful login Members will be able to view the documents for inspection by clicking on the link available against the EVEN of Phillips Carbon Black Limited.

26. 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 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.

27. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment.

28. At the 56th AGM held on 21st September, 2017, Members approved the appointment of M/s. S R Batliboi and Co. LLP, as the Statutory Auditors of the Company having Registration No. 301003E/E300005, for an initial term of five consecutive years i.e, from the conclusion of the 56th AGM till the conclusion of the 61st AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM of the Company. The requirement to place the matter relating to the appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of Statutory Auditors at the 60th AGM.
29. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM THROUGH VC/OVAM ARE AS UNDER:

i) The remote e-voting period begins on 19th day of June, 2021 at 9:00 A.M. (IST) and ends on 21st day of June, 2021 at 5:00 P.M (IST). During this period, Members of the Company, holding shares in the physical or dematerialized form, as on the cut-off date of Tuesday, the 15th day of June, 2021, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, the 15th day of June, 2021. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

ii) A person who is not a Member as on the cut-off date should treat this Notice of the 60th AGM for information purpose only.

A. How do I vote electronically using NSDL e-Voting system?

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

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<table>
<thead>
<tr>
<th>Type of shareholders</th>
<th>Login Method</th>
</tr>
</thead>
<tbody>
<tr>
<td>Individual Shareholders holding securities in demat mode with NSDL</td>
<td>1. If you are already registered for <strong>NSDL IDeAS facility</strong>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IIDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <strong>e-Voting service provider - NSDL</strong> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</td>
</tr>
<tr>
<td>Individual Shareholders holding securities in demat mode with CDSL</td>
<td>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></td>
</tr>
<tr>
<td>Individual Shareholders (holding securities in demat mode) login through their depository participants</td>
<td>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <strong>e-Voting service provider - NSDL</strong> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</td>
</tr>
</tbody>
</table>

3. If the user is not registered for Easi/Easiest, option to register is available at [myeasi/Registration/EasiRegistration](https://web.cdslindia.com/myeasi/Registration/EasiRegistration) where the e-Voting is in progress.

4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com home page](https://www.cdslindia.com) the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<table>
<thead>
<tr>
<th>Login type</th>
<th>Helpdesk details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Individual Shareholders holding securities in demat mode with NSDL</td>
<td>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 1800 1020 990 and 1800 22 44 30</td>
</tr>
<tr>
<td>Individual Shareholders holding securities in demat mode with CDSL</td>
<td>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43</td>
</tr>
</tbody>
</table>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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
     - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID
     - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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.
How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Annual General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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 Mr. Anjan Kumar Roy, the Scrutinizer by e-mail to akroycy@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, the 15th day of June, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. 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” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, the 15th day of June, 2021, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

3. 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.

4. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Armit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 through Email at evoting@nsdl.co.in.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

C. The instructions for Members for E-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

D. Instructions for Members for attending the AGM through VC/OAVM are as under [In addition to Note No. 2A (i)]:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above in Point No. 29 under Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join Annual General Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Annual General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 60th AGM of the Company through VC/OAVM facility.

Other Instructions:

30. i) The voting rights of the 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 Tuesday, the 15th day of June, 2021.

ii) 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 or casting vote through e-Voting system during the Meeting.

iii) Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Anjan Kumar Roy, Practicing Company Secretary, (Membership No. FCS 5684) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.

iv) During the 60th AGM of the Company, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the 60th AGM, formally propose to the Members not having already cast their votes by following the remote e-voting process and participating through VC/OAVM facility, to vote on the resolutions as set out in the Notice of the 60th AGM of the Company.

v) The Scrutinizer shall after the conclusion of e-Voting at the 60th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer’s Report.

vi) 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 as well and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.

31. Members desiring to have any information relating to the accounts are requested to write to the Company at the e-mail i.d. pcbl.agm2021@rpsg.in latest by Friday, the 18th day of June, 2021 by 4 P.M. (IST) so that the company can reply appropriately.

By Order of the Board

Kaushik Mukherjee
Company Secretary
(MemberShip No: F5000)
I. STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

As per the provisions of Section 149(1) of the Companies Act, 2013 (‘the Act’) and Regulation 17 of the SEBI Listing Regulations, the Company should have at least one Woman Director on its Board. Accordingly, pursuant to Sections 149, 150, 152, 161 and any other applicable provisions of the Act 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 Act and read with Article 93(1) of the Articles of Association of the Company, Mrs. Rusha Mitra aged 35 years was appointed by the Board of Directors of the Company (‘the Board’) as an Additional Director of the Company with effect from 8th April, 2021. Mrs. Rusha Mitra holds office as a Director of the Company upto the date of this Annual General Meeting in terms of the provisions of Section 161 of the Act. The Company has received a notice in writing from a member proposing the candidature of Mrs. Rusha Mitra, for the office of Director of the Company, under the provisions of Section 160 of the Act, for an initial term of five consecutive years with effect from 8th April, 2021.

The Company has received from Mrs. Rusha Mitra, requisite consent, intimation and a declaration in connection with her appointment as an Independent Director.

Mrs. Rusha Mitra is a Law Graduate from W.B National University of Juridical Sciences, Kolkata. She is a partner in the Corporate & Commercial practice group in Khaitan & Co., Kolkata. Mrs. Mitra specializes in corporate restructuring, mergers, acquisitions, demergers, reconstructions, re-organisation and advises companies on wide range of corporate law, insolvency & bankruptcy related matters.

Presently, Mrs. Mitra is on the Board of the Companies namely, Lux Industries Limited, Harrisons Malayalam Limited, GKW Ltd, Texmaco Rail & Engineering Limited, GMMCO Limited and Rainbow Investments Limited. Mrs. Mitra does not hold by herself or for any other person on a beneficial basis, any shares in the Company. Mrs. Mitra is not related to any other director of the Company.

In the opinion of the Board, Mrs. Rusha Mitra is a person of integrity and possesses relevant qualifications, experience and expertise and fulfills the conditions specified in the Act and the rules made thereunder for her appointment as a Woman director and also as an Independent Director of the Company and she is independent of the management. A copy of the draft letter for appointment of Mrs. Rusha Mitra as an Independent Woman Director setting out the terms and conditions would be available for inspection by the Members in the “Investor Relations” section on the website of the Company at www.pcbltd.com.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Rusha Mitra as an Independent Woman Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Rusha Mitra as an Independent Woman Director, for the approval by the shareholders of the Company.

Except Mrs. Rusha Mitra, being an appointee and her 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. 4 of the Notice. This Statement may also be regarded as a disclosure under Regulation 17 of the SEBI Listing Regulations entered into with the Stock Exchanges.

ITEM NO. 5

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee, has approved in their Meeting held on 21st April, 2021, the appointment and remuneration of M/s. Shome & Banerjee, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2022 at a remuneration of `5,50,000 (Rupees five lakhs fifty thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

None of the Directors, Key Managerial Personnel, and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends passing of the Resolution as set out under Item No. 5 of the Notice for approval by the Members of the Company.
II. DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS 2 (SS-2) BY ICSI:

RE-APPOINTMENT OF MRS. PREETI GOENKA (ITEM NO. 3)

Mrs. Preeti Goenka, aged 58 years completed her schooling from Welhams Girls High School, Dehradun and later studied Interior Designing at South Delhi Polytechnic to secure a diploma.

Married to Dr. Sanjiv Goenka, Mrs. Preeti Goenka has vast experience in art and support creative talents in diverse fields.

A past President of the Ladies Study Group of Indian Chamber of Commerce, Kolkata, currently she is an Executive Committee Member of the Birla Industrial & Technological Museum, Kolkata. Mrs. Preeti Goenka is presently on the Board also of Saregama India Limited.

Mrs. Preeti Goenka does not hold by herself or for any other person in any manner, any shares in the Company. Mrs. Preeti Goenka is not related to any other director except Dr. Sanjiv Goenka and Mr. Shashwat Goenka.

Accordingly, the Board of Directors of the Company (‘the Board’) recommends the Resolution in relation to the appointment of Mrs. Preeti Goenka as a Director, for the approval of the shareholders of the Company by way of an Ordinary Resolution.

Except Mrs. Preeti Goenka being the appointee and Dr. Sanjiv Goenka and Mr. Shashwat Goenka, being related to Mrs. Preeti 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 Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) of ICSI.

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

Place: Kolkata
Date: 21st April, 2021

By Order of the Board

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)