

Panasonic Carbon India Co. Ltd.

CIN: L29142TN1982PLC009560

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To
The Secretary
BSE Limite,
P.J Towers, Dalal Street
Fort, Mumbai 400 001

9th August 2019

Ref: Scrip Code: 508941/ ISIN: INE013E01017

Sub: Voting results of the 37th Annual General Meeting held on 8th August, 2019

Dear Sir,

As required under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find below the details of the voting results of the Annual General Meeting (AGM) of the Shareholders of the Company held on Thursday, August 8, 2019 at 3.00 p.m. at the Hotel Quality Sabari INN, No. 29 Thirumalai Road, T.Nagar, Chennai-600017.

The business items of the AGM were conducted through remote e-voting pursuant to Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. Those who did not cast their votes through remote e-voting were given opportunity to vote at the AGM by way of poll, which was conducted by Mr.Rabi Narayan Pal, Practising Company Secretary, the Scrutiniser. We enclose the followings:

1. The details of Voting results of remote e-voting and poll are attached in the prescribed format- Annexure I
2. Consolidated Report of the Scrutiniser for e-voting & Poll – AGM resolutions -Annexure 2.

Kindly take the same on records and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Panasonic Carbon India Co. Limited



P. Maheswari
Company Secretary

ANNEXURE 1

Details of Results of E-Voting and poll pursuant to Regulation 44(3) of SEBI (Listing Obligations and disclosure Requirements) Regulations,2015	
Date of the AGM	8th August,2019
Total No of Shareholders as on Record Date(01/08/2019)	11428
No of Shareholders Present in the Meeting either in person or through Proxy	119
Proxy	4
Public	115
No of Shareholders attended the meeting through Video conferencing Promoters and Promoters Group.	Nil



NAME OF THE COMPANY: IMC-PANASONIC CARBON INDIA CO LTD

1. ORDINARY BUSINESS: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL POSTAL_BALLOT VENUE-VOTING	3038820	3036820 2000 0 0	99.93 0 0 0	3036820 2000 0 0	0 0 0 0	100 100 0 0	0 0 0 0
	SUB TOTAL	3038820	3038820	100	3038820	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING POLL POSTAL_BALLOT VENUE-VOTING	1761180	1036 1281 0 0	0.06 0 0 0	1036 1281 0 0	0 0 0 0	100 100 0 0	0 0 0 0
	SUB TOTAL	1761180	2317	0.13	2317	0	100	0
GRAND TOTAL		4800000	3041137	63.36	3041137	0	100	0

2. ORDINARY BUSINESS: To declare a dividend.

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL POSTAL_BALLOT VENUE-VOTING	3038820	3036820 2000 0 0	99.93 0 0 0	3036820 2000 0 0	0 0 0 0	100 100 0 0	0 0 0 0
	SUB TOTAL	3038820	3038820	100	3038820	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING POLL POSTAL_BALLOT VENUE-VOTING	1761180	1036 1281 0 0	0.06 0 0 0	1036 1281 0 0	0 0 0 0	100 100 0 0	0 0 0 0
	SUB TOTAL	1761180	2317	0.13	2317	0	100	0
GRAND TOTAL		4800000	3041137	63.36	3041137	0	100	0



NAME OF THE COMPANY: MCG-PANASONIC CARBON INDIA CO LTD

3. SPECIAL BUSINESS: Appointment of Mr. S. Kalyanaraman (DIN:08317984) as an Independent Director:

Resolution Required:(Ordinary/Special)		Special Resolution									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	3038820	3036820	99.93	3036820	0	100	0			
	POLL		2000	0	2000	0	100	0			
	POSTAL_BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	3038820	3038820	100	3038820	0	100	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	1036	0.06	836	200	80.69	19.31			
	POLL		1281	0	1219	62	95.16	4.84			
	POSTAL_BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	1761180	2317	0.13	2055	262	88.69	11.31			
GRAND TOTAL		4800000	3041137	63.36	3040875	262	99.99	0.01			

4. SPECIAL BUSINESS: Appointment of Mr. Hideyuki Okumaga (DIN: 06792183) as Non-Executive Director.

Resolution Required:(Ordinary/Special)		Special Resolution									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	3038820	3036820	99.93	3036820	0	100	0			
	POLL		2000	0	2000	0	100	0			
	POSTAL_BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	3038820	3038820	100	3038820	0	100	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	1036	0.06	836	200	80.69	19.31			
	POLL		1281	0	1234	47	96.33	3.67			
	POSTAL_BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	1761180	2317	0.13	2070	247	89.34	10.66			
GRAND TOTAL		4800000	3041137	63.36	3040890	247	99.99	0.01			



NAME OF THE COMPANY: IMC-PANASONIC CARBON INDIA CO LTD

5. SPECIAL BUSINESS: Payment of Commission to Independent Directors of the Company.

Resolution Required:(Ordinary/Special)		Special Resolution									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	3038820	3038820	99.93	3036820	0	100	0			
	POLL		2000	0	2000	0	100	0			
	POSTAL_BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	3038820	3038820	100	3038820	0	100	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	1036	0.06	691	345	66.7	33.3			
	POLL		1281	0	1219	62	95.16	4.84			
	POSTAL_BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	1761180	2317	0.13	1910	407	82.43	17.57			
	GRAND TOTAL	4800000	3041137	63.36	3040730	407	99.99	0.01			

6. SPECIAL BUSINESS: Re-appointment of Managing Director and Approval of Remuneration of Managing Director of the Company.

Resolution Required:(Ordinary/Special)		Special Resolution									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST ON VOTE			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	3038820	3038820	99.93	3036820	0	100	0			
	POLL		2000	0	2000	0	100	0			
	POSTAL_BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	3038820	3038820	100	3038820	0	100	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	1036	0.06	491	545	47.39	52.61			
	POLL		1281	0	1234	47	96.33	3.67			
	POSTAL_BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	1761180	2317	0.13	1725	592	74.45	25.55			
	GRAND TOTAL	4800000	3041137	63.36	3040545	592	99.98	0.02			





FORM NO. MGT.13
Report of Scrutinizer(s)
CONSOLIDATED SCRUTINIZER'S REPORT
[E-VOTING & VOTING BY POLLING PAPER]
[Pursuant to rule section 108, 109 of the Companies Act, 2013 and rule 20 and 21 of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 37th Annual General Meeting of the Equity Shareholders of Panasonic Carbon India Co. Limited held on Thursday 08th August, 2019 at 03.00 p.m. at Hotel Quality Inn, Sabari Grand, No.29, Thirumalai Road, T.Nagar, Chennai, 600017, Tamilnadu, India.

Dear Sir,

I, Rabi Narayan Pal, of Rabi Narayan & Associates, Practicing Company Secretaries, having office at "APARAJITA", No.12(Old No.122), Second Floor, First Sector, Sixth Street, K.K.Nagar, [Near Saravana Bhavan Hotel], Chennai, 600078, Tamilnadu, India has been appointed as Scrutinizer by the Board of Directors of Panasonic Carbon India Co. Limited for the purpose of:

1. Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of The Companies (Management & Administration) Rules, 2014 as amended (Rules) and
2. Poll through Ballot / Polling Papers under the provisions of Section 109 of The Companies Act, 2013 Act read with Rule 21 of The Companies (Management & Administration) Rules, 2014 as amended (Rules), on the Resolutions contained in the Notice to the 37th Annual General Meeting of the Equity Shareholders of the Company held on Thursday 08th August, 2019 at 03.00 p.m. at Hotel Quality Inn Sabari Grand, No.29, Thirumalai Road, T.Nagar, Chennai, 600017, Tamilnadu, India.

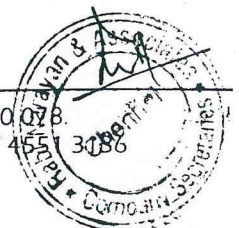
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed relating to e-voting through electronic means (i.e. by remote e-voting and voting by Polling Papers at the AGM) for the resolutions contained in the Notice to the 37th Annual General Meeting of the Equity Shareholders of Panasonic Carbon India Co. Limited. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "News Today" of wide circulation on 12/07/2019 and a vernacular newspaper "Malai Sudar" on the same date.

The Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolution passed at their Board and Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.


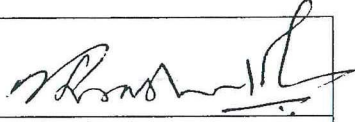
Our responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizer's report for the votes cast "in favour" or "against" the resolutions stated above based on the reports generated from the e-voting system provided by CDSL and Polling Papers in the 37th Annual General Meeting in a fair and transparent manner.

We submit our report as under:

1. The E-Voting period remained open from 05th August, 2019 at 10:00 A.M. and ended on 07th August, 2019 at 05:00 P.M.



2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date, i.e. 01st August 2019 were entitled to vote electronically on the proposed 6 (Six) resolutions as mentioned in the Notice of the 37th Annual General Meeting of "Panasonic Carbon India Co. Limited " (Item Number 1 to 6 of the Notice of the 37th AGM of Panasonic Carbon India Co. Limited)
3. Polling through Ballot / Polling Papers was conducted in the 37th Annual General Meeting and the same was recorded by me. After the time fixed for closing of the poll by the Chairman, One (01) ballot box kept for polling were locked in my/our presence with due identification marks placed by me/us.
4. The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized and signed. They have signed below in confirmation of the box being opened in their presence. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

Signature		Signature	
Name:	M.Sudhakar	Name:	N.Sivashankaran
Father's Name	M.Samuel	Father's Name	Natarajan
Address:	Plot No.300, S-4, Second Floor, Nethaji Street, Gnanamoorthy Nagar, Ambattur, Chennai, 600053, Tamilnadu, India	Address:	AP-13, New No.15, 1 st Sector, 6 th Street, K.K.Nagar, Chennai, 600078, Tamilnadu, India
Occupation:	Service	Occupation:	Cost Accountant

5. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid
6. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
7. Thereafter results for the both (i.e. remote e-voting and ballot / polling papers at 37th Annual General Meeting) were consolidated.
8. The consolidated result of the voting is as under:

Resolution 1: Ordinary Resolution

To receive, consider and adopt the 37th Annual Report of the Board of Directors and Audited Financial Statements of Account for the Financial Year ended 31st March 2019 together with the Auditors; Report thereon

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-	16	3037856	3037856	-	-	3037856	99.90	0.00



Voting								
By Poll	27	3281	3281	-		3281	0.10	0.00
Total	43	3041137	3041137	-	-	3041137	100.00	0.00

Resolution 2: Ordinary Resolution

To Declare a Dividend

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	16	3037856	3037856	-	-	3037856	99.90	0.00
By Poll	27	3281	3281	-		3281	0.10	0.00
Total	43	3041137	3041137	-	-	3041137	100.00	0.00

Resolution 3: Special Resolution

Appointment of Mr.S.Kalyanaraman (DIN:08317984) as an Independent Director

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	16	3037856	3037656	200	-	3037856	99.90	0.00
By Poll	27	3281	3219	62	-	3281	0.10	0.00
Total	43	3041137	3040875	262	-	3041137	100.00	0.00

Resolution 4: Ordinary Resolution

Appointment of Mr.Hideyuki Okunaga (DIN:06792183) as Non-Executive Director

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	16	3037856	3037656	200	-	3037856	99.90	0.00
By Poll	27	3281	3234	47	-	3281	0.10	0.00
Total	43	3041137	3040890	247	-	3041137	100.00	0.00



Resolution 5: Special Resolution

Payment of Commission to Independent Directors of the Company

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	16	3037856	3037511	345	-	3037856	99.89	0.01
By Poll	27	3281	3219	62	-	3281	0.10	0.00
Total	43	3041137	3040730	407	-	3041137	99.99	0.01

Resolution 6: Ordinary Resolution

Re-appointment of Managing Director and Approval of Remuneration of Managing Director of the Company

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	16	3037856	3037311	545	-	3037856	99.88	0.02
By Poll	27	3281	3234	47	-	3281	0.10	0.00
Total	43	3041137	3040545	592	-	3041137	99.98	0.02

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in Sl No.1 to 6 I, hereby report that the above resolutions were passed with requisite majority

9. The Register, all other papers and relevant records relating to electronic voting and polling paper shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully

For Rabi Narayan & Associates
Company Secretaries

Rabi Narayan Pal
Proprietor
FCS:4993/ COP.No.3480
Place: Chennai
Date: 09/08/2019

