

Panasonic Carbon India Co. Ltd.

CIN: L29142TN1982PLC009560

Regd. Office : Pottipati Plaza, 3rd Floor,
77,(Old No. 35) Nungambakkam High Road,
Nungambakkam, Chennai - 600 034, India

Tel : +91 44 28275216, 28275226, 28275015
Fax : +91 44 28263010
www.panasoniccarbon.co.in

August 9, 2019

The BSE Limited,
P.J Towers, Dalal Street,
Fort, Mumbai 400 001

Ref: Scrip Code: 508941/ ISIN: INE013E01017

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Proceedings of the 37th AGM held on 8th August, 2019

Dear Sir,

Further to our letter dated 8th August 2019, please find enclosed the Annual General Meeting Proceedings of the 37th AGM of the Company held on 8th August 2019, at the Hotel Quality Sabari INN, No. 29 Thirumalai Road, T.Nagar, Chennai-600017.

The Chairman addressed the Shareholders with opening speech. 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(LODR) 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. All the resolutions (Ordinary and Special) contained in the Notice of the AGM were approved by the requisite majority of members and accordingly all the resolutions declared were passed in the AGM.

This is intimation under Regulation 30 and other applicable regulations of SEBI (LODR) Regulations, 2015 including any modifications and amendments thereof.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Panasonic Carbon India Co. Limited

P. Maheswari
P. Maheswari
Company Secretary



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PROCEEDINGS OF THE 37th ANNUAL GENERAL MEETING OF THE PANASONIC CARBON INDIA CO. LTD HELD ON TUESDAY, 8th AUGUST, 2019 AT HOTEL QUALITY INN SABARI, NO.62, THIRUMALAI PILLAI ROAD, T.NAGAR, CHENNAI -600 017

Sitting on the Dais :

Mr. S. Kalyanaraman- Chairman
Mr. R. Senthil Kumar- Managing Director
Mrs.C. Jayashree- Non-Executive Independent Director
Mrs.P. Maheswari-Company Secretary

Chairman:

Mr. S. Kalyanaraman, Chairman of the Company took the Chair and welcomed the members to the 37th Annual General Meeting of the Company.

Members Attendance and Quorum:

The Chairman announced that M/s. Panasonic Corporation holding 30,36,820 equity shares represented by Mr. R. Senthil Kumar and 119 persons representing shareholders holding 10015 Shares and 4 persons as Proxies representing Shareholders holding 2077 Shares

The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum as per the Articles of Association of the Company and the Companies Act, 2013, was fulfilled.

Introduction:

At the outset, the Chairman briefly introduced himself and members of the Board on the dais, The Chairman announced that the Statutory Registers, Proxy Register, Auditor's Report, Secretarial Audit Report and inspection documents were available for inspection during the Annual General Meeting.

The Chairman acknowledged attendance of Statutory Auditors, M/s. BSR & Co., LLP, Chartered Accountants; M/s. Rabi Narayan & Associates, Company secretaries working as the Secretarial Auditors and the Scrutinizer, and then he gave an overview of the



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Financial performances of the Company for the financial year ended 31st March, 2019, for the quarter ended 30th June, 2019 and its future outlook.

Chairman's Speech:

The Chairman delivered his speech, highlights of which are recorded hereafter.

Business Items:

The Chairman then took up the formal proceedings of the Meeting. With the concurrence of the Members the Notice of the 37th AGM together with the financial statements and Board's Report were taken as read.

The Chairman informed that the Auditors' Report on the Financial Statement of the Company for the year ended 31st March, 2019 and the Secretarial Audit Report for the year 2018-19, did not have qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. With the concurrence of the members the secretary read the Auditor's Report.

He stated that in compliance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Section 108 of the Companies Act, 2013 read with rules made there under, the Company had provided to its Member, remote e-voting facility to exercise their right to vote at the 37th Annual General Meeting by electronic means and the business was transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The remote e-voting facility was kept open from 5th August, 2019 (10:00 am) to 7th August, 2019 (5:00 pm).

He drew attention of the Members that at the end of the discussions on the resolutions basis which voting is to be held, members and proxies, who are present at the meeting but have not cast their votes by availing the remote e-voting facility can exercise their vote by use of ballot paper which were distributed to the members and proxies present at the meeting. He further stated that after discussion on the agenda items as set out in the Notice of the 37th AGM, the Scrutinizer would conduct the Ballot Paper Voting process and consequently normal practice of voting of show of hands was not applicable

The Chairman proceeded with the agenda as per the Notice of the AGM which had following Ordinary Business and Special Business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2019.
2. Declaration of Dividend at Rs. 10/- per share (i.e. 100%) for the financial Year 2018-19;



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SPECIAL BUSINESS:

3. Appointment of Mr. S. Kalyanaraman (DIN:8317984) as an Independent Director of the Company.
4. Appointment of Mr. Hideyuki Okunaga (DIN:06792183) as an Non-executive Director of the Company
5. Payment of Commission to Independent Directors of the Company
6. Re-appointment of Mr.R. Senthil Kumar (DIN:02170079) as Managing Director of the Company and Approval of Remuneration of Managing Director of the Company

Thereafter he invited the members who would like to ask questions or to make there comments, give suggestions and seek clarifications, if any on the agenda items as set out in the Notice of the 37th AGM.


Members' Comment and Management Response:

On an invitation, several Members addressed the Meeting, given their suggestions and raised queries on the Company's business which were replied by the Managing Director and Company Secretary with the permission of Chairman.

The Chairman thanked the members for their support to the Company and the Board of Directors. He stated that comments from the members were a tribute to the entire Management and employees.

The chairman announced that the Shareholders representing 100.00% shareholding have casted their votes through remote e-voting process and poll at the AGM and all of them have casted their votes in favour of all resolutions. He also informed that the combined results of remote e-voting and ballot voting provided by the Scrutinizer will be declared and placed in the Company website viz: [www. panasoniccarbon.co.in](http://www.panasoniccarbon.co.in) and the BSE website viz: www.bseindia.com

For Panasonic Carbon India Co. Limited


P. Maheswari
Company Secretary

