

The Manager
Department of Corporate Services
BSE Limited
P.J Towers,
25th Floor, Dalal Street,
Mumbai – 400 001

30th June, 2021

Sub: Submission of PCIN Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2021
Ref: Scrip code : 508941; ISIN: INE013E01017

Dear Sir/Madam,

Pursuant to provision of Regulation 24A of the SEBI (LODR) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2021 issued by LB & Co., Company Secretaries dated 30th June, 2021.

Please acknowledge it and take it on record.

Thanking you,

Yours faithfully,

For PANASONIC CARBON INDIA CO.LIMITED

P. Maheswari


P. MAHESWARI
Company Secretary

LB & Co

Company Secretaries

Head Off: 2nd Floor, No. 36/98, Halls Road, Kilpauk, Chennai-600 010.

Land Line: +91 044-45510091; Mobile: +91 99625 11540;

E-mail: lalitha.companysecretary@gmail.com; lbandco.cs@gmail.com

Branch Off: No. 13, 14th Street, Nanganallur, Chennai-600 061;

To
The Board of Directors,
M/s Panasonic Carbon India Co. Limited
Pottipati Plaza, 77 (Old No.35), Nungambakkam High Road,
Third Floor, Nungambakkam, Chennai- 600 034

Sir/ Madam,

Re: Annual Secretarial Compliance Report for the Financial Year 2020-2021

We have been engaged by Panasonic Carbon India Co. Limited ("the listed entity") bearing CIN: L29142TN1982PLC009560 whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the listed entity to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the listed entity with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Due to the pandemic caused by COVID-19 and prevailing lockdowns/ restrictions on movement of people imposed by the Government, for the purpose of issuing this report we have conducted our audit remotely based on the records and information made available to us by the listed entity electronically.

For LB & Co.,
Company Secretaries
Firm Regn No: 5363
Peer Review Unique Identification No.P2015TN039700

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CS Lalitha S
Partner
CP No.2666

Place: Chennai
Date: 30th June, 2021

LB & Co

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SECRETARIAL COMPLIANCE REPORT OF M/S PANASONIC CARBON INDIA CO. LIMITED FOR THE YEAR ENDED 31st MARCH, 2021

We, LB & Co, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by M/s Panasonic Carbon India Co. Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the review period)**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the review period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the review period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

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- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable during the period under review)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1) (C) The Board of Directors of the top 2000 listed entities shall comprise of not less than six Directors with effect from April 1, 2020	The listed entity had less than six Directors as on 01 st April, 2020 and further the Company has appointed one Independent Directors and one Non Executive Director with effect from 30 th June, 2020.	In the instance case, the listed entity had Board of Directors less than six Directors as on 01 st April, 2020 and the listed entity had appointed additional two Directors with a delay of 91 days. The listed entity has informed us that the delay was due to COVID 19/lockdown.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the

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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint Woman Director In instance case, the listed entity had Board of Directors less than six Directors and appointed Additional two Directors with a delay of 91 days	Fine amount of INR.4,55,000/- as per mail dated 20 th August, 2020	The Company has requested the BSE Limited to waive off the penalty and the Company has received mail stating that the matter has been placed before waiver committee.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Nil				

For LB & Co.,
Company Secretaries
Firm Regn No: 5363

Peer Review Unique Identification No.P2015TN039700

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