

# 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

www.panasoniccarbon.co.in

ISO 9001 : 2015 & ISO 14001 : 2015 Certified Company

To

25<sup>th</sup> September, 2020

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

Ref: Scrip Code: 508941/ ISIN: INE013E01017

Sub: E-Voting results and Scrutinizer report of the 38<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2020 through Video Conference

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, 24<sup>th</sup> September, 2020 at 3.00 p.m. through Video conference and concluded at 4.00 p.m as per the General Circular Nos. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) on the resolution(s) mentioned in Notice dated June 30, 2020 ('Notice').

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 for fifteen minutes time at the end of the Conclusion of the Meeting. We enclose the followings:

1. The details of Voting results of remote e-voting are attached in the prescribed format- Annexure I
2. Scrutinizer's Report dated 25<sup>th</sup> September 2020 issued by Ms. S. Lalitha, Practising Company Secretary, (M No.4464 and CP No.2666), Partner of M/s.LB & Co., for PCIN E-voting- All AGM resolutions passed by shareholders in PCIN AGM -Annexure 2.

This is an intimation under Regulation 44 and other applicable regulations of SEBI (LODR) Regulations, 2015 as amended from time to time.

Kindly take the same on records and acknowledge the receipt.

Thanking you,

For Panasonic Carbon India Co. Limited

P. Maheswari  
Company Secretary



# Panasonic Carbon India Co. Ltd.

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## 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	24 <sup>th</sup> September, 2020
Time of the AGM starts	3.00 p.m
E-voting time provided at AGM	15 minutes after the conclusion of AGM
Total No of Shareholders as on Record date (17/09/2020)	<b>11,114</b>
Promoter and Promoter Group	03
No of Shareholders attended the Meeting through Video conferencing including Promoters and Promoters Group	36
Time of the AGM End time including Evoting time 15 minutes after the conclusion of the Meeting	4.00 p.m.

P. Mahalingam



**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 31st March, 2020 together with Reports of the Board of Directors along with Annexures and Auditors Report thereon.

PARTICULARS	Whether promoter/ promoter groups are interested in the agenda/resolution?		Ordinary Resolution					
	NO OF SHARES HELD	NO OF VOTES POLLED	MODE OF VOTING	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
	(1)	(2)		(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	3038620	3038620	E-VOTING	99.94	3038620	0	100	0
			POLL	0	0	0	0	0
			POSTAL BALLOT	0	0	0	0	0
			VENUE-VOTING	0	0	0	0	0
<b>SUB TOTAL</b>	<b>3038620</b>	<b>3038620</b>		<b>99.94</b>	<b>3038620</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	0	0	E-VOTING	0	0	0	0	0
			POLL	0	0	0	0	0
			POSTAL BALLOT	0	0	0	0	0
			VENUE-VOTING	0	0	0	0	0
<b>SUB TOTAL</b>	<b>0</b>	<b>0</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	1761380	11684	E-VOTING	0.66	11622	62	99.47	0.53
			POLL	0	0	0	0	0
			POSTAL BALLOT	0	0	0	0	0
			VENUE-VOTING	0	10058	4501	44.75	55.25
<b>SUB TOTAL</b>	<b>1761380</b>	<b>21742</b>		<b>1.23</b>	<b>16123</b>	<b>5619</b>	<b>74.16</b>	<b>25.84</b>
<b>GRAND TOTAL</b>	<b>4800000</b>	<b>3058562</b>		<b>63.72</b>	<b>3052943</b>	<b>5619</b>	<b>99.82</b>	<b>0.18</b>

2. ORDINARY BUSINESS: To declare Dividend on equity shares for the financial year ended 31st March, 2020.

PARTICULARS	Whether promoter/ promoter groups are interested in the agenda/resolution?		Ordinary Resolution					
	NO OF SHARES HELD	NO OF VOTES POLLED	MODE OF VOTING	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
	(1)	(2)		(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	3038620	3038620	E-VOTING	99.94	3038620	0	100	0
			POLL	0	0	0	0	0
			POSTAL BALLOT	0	0	0	0	0
			VENUE-VOTING	0	0	0	0	0
<b>SUB TOTAL</b>	<b>3038620</b>	<b>3038620</b>		<b>99.94</b>	<b>3038620</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	0	0	E-VOTING	0	0	0	0	0
			POLL	0	0	0	0	0
			POSTAL BALLOT	0	0	0	0	0
			VENUE-VOTING	0	0	0	0	0
<b>SUB TOTAL</b>	<b>0</b>	<b>0</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	1761380	11684	E-VOTING	0.66	11662	22	99.81	0.19
			POLL	0	0	0	0	0
			POSTAL BALLOT	0	0	0	0	0
			VENUE-VOTING	0	10058	4501	44.75	55.25
<b>SUB TOTAL</b>	<b>1761380</b>	<b>21742</b>		<b>1.23</b>	<b>16163</b>	<b>5579</b>	<b>74.34</b>	<b>25.66</b>
<b>GRAND TOTAL</b>	<b>4800000</b>	<b>3058562</b>		<b>63.72</b>	<b>3052983</b>	<b>5579</b>	<b>99.82</b>	<b>0.18</b>



*P. Vohra*

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

3. ORDINARY BUSINESS: To appoint a Director in place of Mr. Hideyuki Okumaga (DIN: 06792183), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required:(Ordinary/Special)									
Ordinary 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 POLLED	% OF VOTES AGAINST ON VOTE POLLED	Resolution Required:(Ordinary/Special)
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER-GROUP	E-VOTING	3036820	3036820	99.94	3036820	0	100	0	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	
	SUB TOTAL	3036820	3036820	99.94	3036820	0	100	0	
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	0	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	
	SUB TOTAL	0	0	0	0	0	0	0	
PUBLIC-NON INSTITUTIONS	E-VOTING	1761380	11684	0.66	11662	22	99.81	0.19	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		10058	0	4501	5557	44.75	55.25	
	SUB TOTAL	1761380	21742	1.23	16163	5579	74.34	25.66	
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3058562</b>	<b>63.72</b>	<b>3052983</b>	<b>5579</b>	<b>99.82</b>	<b>0.18</b>	

4. SPECIAL BUSINESS: TO CONSIDER AND APPROVE APPOINTMENT OF MR TADASUKE HOSOYA (DIN: 08232012), AS NON EXECUTIVE DIRECTOR

Resolution Required:(Ordinary/Special)									
Ordinary 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 POLLED	% OF VOTES AGAINST ON VOTE POLLED	Resolution Required:(Ordinary/Special)
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER-GROUP	E-VOTING	3036820	3036820	99.94	3036820	0	100	0	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	
	SUB TOTAL	3036820	3036820	99.94	3036820	0	100	0	
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	0	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	
	SUB TOTAL	0	0	0	0	0	0	0	
PUBLIC-NON INSTITUTIONS	E-VOTING	1761380	11684	0.66	11662	22	99.81	0.19	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		10058	0	4501	5557	44.75	55.25	
	SUB TOTAL	1761380	21742	1.23	16163	5579	74.34	25.66	
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3058562</b>	<b>63.72</b>	<b>3052983</b>	<b>5579</b>	<b>99.82</b>	<b>0.18</b>	



P. Mohan

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

5. SPECIAL BUSINESS: TO CONSIDER AND APPROVE APPOINTMENT OF DR K PAUL JAYAKAR (DIN: 00692315) AS AN INDEPENDENT DIRECTOR

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	Whether promoter/ promoter groups are interested in the agenda/resolution?			% OF VOTES AGAINST VOTE POLLED (7)=(5/2)*100	
				% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)		% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 3036820	(2) 3036820	99.94	3036820	0	100	
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
<b>SUB TOTAL</b>		<b>3036820</b>	<b>3036820</b>	<b>99.94</b>	<b>3036820</b>	<b>0</b>	<b>100</b>	
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
<b>SUB TOTAL</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
PUBLIC-NON INSTITUTIONS	E-VOTING	1761380	11684	0.66	11682	22	99.81	
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		10058	0	4501	5557	44.75	
<b>SUB TOTAL</b>		<b>1761380</b>	<b>21742</b>	<b>1.23</b>	<b>16163</b>	<b>5579</b>	<b>74.34</b>	
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3058562</b>	<b>63.72</b>	<b>3052983</b>	<b>5579</b>	<b>99.82</b>	

6. SPECIAL BUSINESS: TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR R SENTHIL KUMAR (DIN: 02170079) AS MANAGING DIRECTOR OF THE COMPANY

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	Whether promoter/ promoter groups are interested in the agenda/resolution?			% OF VOTES AGAINST VOTE POLLED (7)=(5/2)*100	
				% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)		% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 3036820	(2) 3036820	99.94	3036820	0	100	
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
<b>SUB TOTAL</b>		<b>3036820</b>	<b>3036820</b>	<b>99.94</b>	<b>3036820</b>	<b>0</b>	<b>100</b>	
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
<b>SUB TOTAL</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
PUBLIC-NON INSTITUTIONS	E-VOTING	1761380	11684	0.66	11682	22	99.81	
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		10058	0	4501	5557	44.75	
<b>SUB TOTAL</b>		<b>1761380</b>	<b>21742</b>	<b>1.23</b>	<b>16163</b>	<b>5579</b>	<b>74.34</b>	
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3058562</b>	<b>63.72</b>	<b>3052983</b>	<b>5579</b>	<b>99.82</b>	



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

7. SPECIAL BUSINESS: TO CONSIDER AND APPROVAL OF ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF COMPANY AS PER THE COMPANIES ACT, 2013.

Resolution Required:(Ordinary/Special)		Special Resolution									
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	Whether promoter/ promoter groups are interested in the agenda/resolution?							% OF VOTES AGAINST VOTE POLLED (7)=(5/2)*100
				% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED			
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 3036820	(2) 3036820	99.94	(4) 3036820	(5) 0	(6)=(4/2)*100	100	(7)=(5/2)*100	0	
	POLL		0	0	0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	0	0	
<b>SUB TOTAL</b>		<b>3036820</b>	<b>3036820</b>	<b>99.94</b>	<b>3036820</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>0</b>	
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	0	0	0	
	POLL		0	0	0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	0	0	
<b>SUB TOTAL</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
PUBLIC-NON INSTITUTIONS	E-VOTING	1761380	11684	0.66	11660	24	99.79	99.79	0.21	0	
	POLL		0	0	0	0	0	0	0	0	
	POSTAL BALLOT		10058	0	4501	5557	44.75	44.75	55.25	0	
	VENUE-VOTING		21742	1.23	16161	5581	74.33	74.33	25.67	0	
<b>SUB TOTAL</b>		<b>1761380</b>	<b>21742</b>	<b>1.23</b>	<b>16161</b>	<b>5581</b>	<b>74.33</b>	<b>74.33</b>	<b>25.67</b>	<b>0</b>	
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3058562</b>	<b>63.72</b>	<b>3052981</b>	<b>5581</b>	<b>99.82</b>	<b>99.82</b>	<b>0.18</b>	<b>0</b>	

8. SPECIAL BUSINESS: TO CONSIDER AND APPROVAL OF ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS PER THE COMPANIES ACT, 2013

Resolution Required:(Ordinary/Special)		Special Resolution									
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	Whether promoter/ promoter groups are interested in the agenda/resolution?							% OF VOTES AGAINST VOTE POLLED (7)=(5/2)*100
				% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED			
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 3036820	(2) 3036820	99.94	(4) 3036820	(5) 0	(6)=(4/2)*100	100	(7)=(5/2)*100	0	
	POLL		0	0	0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	0	0	
<b>SUB TOTAL</b>		<b>3036820</b>	<b>3036820</b>	<b>99.94</b>	<b>3036820</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>0</b>	
PUBLIC-INSTITUTIONS	E-VOTING		0	0	0	0	0	0	0	0	
	POLL		0	0	0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	0	0	
<b>SUB TOTAL</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
PUBLIC-NON INSTITUTIONS	E-VOTING	1761380	11684	0.66	11660	24	99.79	99.79	0.21	0	
	POLL		0	0	0	0	0	0	0	0	
	POSTAL BALLOT		10058	0	4501	5557	44.75	44.75	55.25	0	
	VENUE-VOTING		21742	1.23	16161	5581	74.33	74.33	25.67	0	
<b>SUB TOTAL</b>		<b>1761380</b>	<b>21742</b>	<b>1.23</b>	<b>16161</b>	<b>5581</b>	<b>74.33</b>	<b>74.33</b>	<b>25.67</b>	<b>0</b>	
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3058562</b>	<b>63.72</b>	<b>3052981</b>	<b>5581</b>	<b>99.82</b>	<b>99.82</b>	<b>0.18</b>	<b>0</b>	



*p. Mohan*

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

9. SPECIAL BUSINESS: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTIONS ENTERED INTO BY THE COMPANY WHICH ARE CONSIDER AS MATERIAL DURING THE FINANCIAL YEAR 2019-20

Resolution Required: (Ordinary/Special)								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	Ordinary Resolution				
				% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL POSTAL BALLOT VENUE-VOTING SUB TOTAL	(1) 3038620	(2) 0 0 0 0	(3)=(2/1)*100 0 0 0 0	(4) 0 0 0 0	(5) 0 0 0 0	(6)=(4/2)*100 0 0 0 0	(7)=(5/2)*100 0 0 0 0
PUBLIC-INSTITUTIONS	E-VOTING POLL POSTAL BALLOT VENUE-VOTING SUB TOTAL	0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0
PUBLIC-NON INSTITUTIONS	E-VOTING POLL POSTAL BALLOT VENUE-VOTING SUB TOTAL	1761380	11684 0 0 10058 21742	0.66 0 0 1.23 0.45	11415 0 0 4501 15916	269 0 0 5557 5826	97.7 0 0 44.75 73.2	2.3 0 0 55.25 26.8
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>21742</b>	<b>0.45</b>	<b>15916</b>	<b>5826</b>	<b>73.2</b>	<b>26.8</b>

10. SPECIAL BUSINESS: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTIONS ENTERED TO BE ENTERED INTO BY THE COMPANY DURING THE PERIOD 1ST APRIL 2020 TO 31ST MARCH 2023.

Resolution Required: (Ordinary/Special)								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	Ordinary Resolution				
				% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL POSTAL BALLOT VENUE-VOTING SUB TOTAL	(1) 3038620	(2) 0 0 0 0	(3)=(2/1)*100 0 0 0 0	(4) 0 0 0 0	(5) 0 0 0 0	(6)=(4/2)*100 0 0 0 0	(7)=(5/2)*100 0 0 0 0
PUBLIC-INSTITUTIONS	E-VOTING POLL POSTAL BALLOT VENUE-VOTING SUB TOTAL	0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0
PUBLIC-NON INSTITUTIONS	E-VOTING POLL POSTAL BALLOT VENUE-VOTING SUB TOTAL	1761380	11684 0 0 10058 21742	0.66 0 0 1.23 0.45	11415 0 0 4501 15916	269 0 0 5557 5826	97.7 0 0 44.75 73.2	2.3 0 0 55.25 26.8
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>21742</b>	<b>0.45</b>	<b>15916</b>	<b>5826</b>	<b>73.2</b>	<b>26.8</b>



# LB & Co

Company Secretaries

Head Off: 2<sup>nd</sup> 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](mailto:lalitha.companysecretary@gmail.com) / [lbandco.cs@gmail.com](mailto:lbandco.cs@gmail.com)  
Branch Off: No. 13, 14th Street, Nanganallur, Chennai-600 061.

**CONSOLIDATED SCRUTINIZER'S REPORT**  
**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies**  
**(Management and Administration) Rule, 2014)**

To  
The Chairman/Managing Director  
M/s Panasonic Carbon India Co. Limited  
Pottipati Plaza, 77 (Old. No.35), Nungambakkam High Road,  
Third Floor, Nungambakkam, Chennai 600034.

Respected Sir,

We, M/s LB & Co, Company Secretaries were appointed as Scrutinizer by the M/s Panasonic Carbon India Co. Limited ("the Company") for the purpose of Scrutinizing the voting process i.e. remote e-voting and e-voting at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) on the resolution(s) mentioned in Notice dated June 30, 2020 ('Notice') for 38<sup>th</sup> AGM of the Company held on September 24, 2020 at 03:00 P.M through Video Conferencing (VC)/ other Audio Visual Means (OAVM). We submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting facility for AGM and on the resolutions contained in the Notice of 38<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. Our responsibility as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' and/or abstain/invalid towards the resolutions as stated in the AGM Notice.
2. The Annual Report for the year 2019-20 containing Notice dated June 30, 2020 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on Wednesday, September 2, 2020.





3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of Annual General Meeting and providing e-voting facility in 'Trinity Mirror' (English daily newspaper) and in 'Makkal Kural' (Tamil daily newspaper) on Tuesday, September 8, 2020.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Monday, September 21, 2020 (09:00 A.M) to Wednesday, September 23, 2020 (05:00 P.M).
5. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, September 17, 2020.
6. After completion of e-voting at Annual General Meeting (AGM), the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses Mr S Neeraj and Ms V Sukanya, who are not in employment with the Company.
8. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted was considered.
9. Summary of the remote e-voting and e-voting at the AGM is as follows:



Item No.1:-

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with Reports of the Board of Directors along with Annexures and Auditors Report thereon.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	53	2	55	30,48,442	4,501	30,52,943	99.816
Voted Against	18	2	20	62	5,557	5,619	00.184
<b>Total</b>	<b>71</b>	<b>4</b>	<b>75</b>	<b>30,48,504</b>	<b>10,058</b>	<b>30,58,562</b>	<b>100</b>

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
-	-	-	-	-	-

The Item No.1 has been approved with requisite majority by way of ordinary resolution.



Item No.2:-

To declare Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2020.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	54	2	56	30,48,482	4,501	30,52,983	99.818
Voted Against	17	2	19	22	5,557	5,579	00.182
<b>Total</b>	<b>71</b>	<b>4</b>	<b>75</b>	<b>30,48,504</b>	<b>10,058</b>	<b>30,58,562</b>	<b>100</b>

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
-	-	-	-	-	-

The Item No.2 has been approved with requisite majority by way of ordinary resolution.



Item No.3:-

To appoint a Director in place of Mr Hideyuki Okunaga (DIN: 06792183), who retires by rotation and being eligible offers himself for re-appointment.

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	54	2	56	30,48,482	4,501	30,52,983	99.818
Voted Against	17	2	19	22	5,557	5,579	00.182
<b>Total</b>	<b>71</b>	<b>4</b>	<b>75</b>	<b>30,48,504</b>	<b>10,058</b>	<b>30,58,562</b>	<b>100</b>

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
-	-	-	-	-	-

The Item No.3 has been approved with requisite majority by way of ordinary resolution.



Item No.4:-

To consider and approve Appointment of Mr Tadasuke Hosoya (DIN:08232012) as Non Executive Director:

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	54	2	56	30,48,482	4,501	30,52,983	99.818
Voted Against	17	2	19	22	5,557	5,579	00.182
<b>Total</b>	<b>71</b>	<b>4</b>	<b>75</b>	<b>30,48,504</b>	<b>10,058</b>	<b>30,58,562</b>	<b>100</b>

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
-	-	-	-	-	-

The Item No.4 has been approved with requisite majority by way of ordinary resolution.



Item No.5:-

To consider and approve Appointment of Dr K Paul Jayakar (DIN: 00692315) as Independent Director:

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	54	2	56	30,48,482	4,501	30,52,983	99.818
Voted Against	17	2	19	22	5,557	5,579	00.182
<b>Total</b>	<b>71</b>	<b>4</b>	<b>75</b>	<b>30,48,504</b>	<b>10,058</b>	<b>30,58,562</b>	<b>100</b>

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
-	-	-	-	-	-

The Item No.5 has been approved with requisite majority by way of ordinary resolution.



Item No.6:-

To consider and approve Re-appointment of Mr R Senthil Kumar (DIN: 02170079) as Managing Director of the Company:

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	54	2	56	30,48,482	4,501	30,52,983	99.818
Voted Against	17	2	19	22	5,557	5,579	00.182
<b>Total</b>	<b>71</b>	<b>4</b>	<b>75</b>	<b>30,48,504</b>	<b>10,058</b>	<b>30,58,562</b>	<b>100</b>

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
-	-	-	-	-	-

The Item No.6 has been approved with requisite majority by way of ordinary resolution.



Item No.7:-

To consider and approval of adoption of new set of Memorandum of Association of Company as per the Companies Act, 2013

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	53	2	55	30,48,480	4,501	30,52,981	99.818
Voted Against	18	2	20	24	5,557	5,581	00.182
Total	71	4	75	30,48,504	10,058	30,58,562	100

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
-	-	-	-	-	-

The Item No.7 has been approved with requisite majority by way of special resolution.





Item No.8:-

To consider and Approval of Adoption of new set of Articles of Association of Company as per the Companies Act, 2013

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	53	2	55	30,48,480	4,501	30,52,981	99.818
Voted Against	18	2	20	24	5,557	5,581	00.182
<b>Total</b>	<b>71</b>	<b>4</b>	<b>75</b>	<b>30,48,504</b>	<b>10,058</b>	<b>30,58,562</b>	<b>100</b>

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
-	-	-	-	-	-

The Item No.8 has been approved with requisite majority by way of special resolution.



Item No.9:-

To consider and approve the Related Party Transactions entered into by the Company which are considered as Material during the financial year 2019-20

i. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	49	2	51	11,415	4,501	15,916	73.204
Voted Against	21	2	23	269	5,557	5,826	26.796
<b>Total</b>	<b>70</b>	<b>4</b>	<b>74</b>	<b>11684</b>	<b>10,058</b>	<b>21,742</b>	<b>100</b>

ii. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
1	-	1	30,36,820	-	30,36,820

The Item No.9 has been approved with requisite majority by way of Ordinary resolution.



Item No.10:-

To consider and approve the Related Party Transactions entered/ to be entered into by the Company during the period 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2023.

iii. Voted in Favour or Against the resolution:

Particulars	Number of Members			Number of Votes			%
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Voted in Favour	49	2	51	11,415	4,501	15,916	73.204
Voted Against	21	2	23	269	5,557	5,826	26.796
<b>Total</b>	<b>70</b>	<b>4</b>	<b>74</b>	<b>11,684</b>	<b>10,058</b>	<b>21,742</b>	<b>100</b>

iv. Abstain/Invalid votes:

Number of Members			Number of Votes		
Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total
1	-	1	30,36,820	-	30,36,820

The Item No.10 has been approved with requisite majority by way of Ordinary resolution.

The registers, all other papers and relevant records relating to e-voting shall remain in our safe custody and the same will be handed over to the Company Secretary for safe keeping after approval of minutes by the Chairman.

Thanking You,  
Yours Sincerely,

For LB and Co  
Company Secretaries  
ICSI Firm Reg No: 5363



*[Signature]*

CS S Lalitha  
Partner

M No: 4464  
CP No. 2666

UDIN: F004464B000772748

Place: Chennai  
Dated: 25<sup>th</sup> September, 2020