

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
The Maanger – Listing
The BSE Ltd,
P. J Towers, Dalal Street,
Mumbai-400001

2nd September, 2020

Dear Sir,

Ref: Scrip Code: 508941 ISIN: INE013E01017

Sub: Notice convening the 38th Annual General Meeting of the Company

We are enclosing herewith a copy of the notice convening the 38th Annual General Meeting of the Company which is scheduled to be held on 24th September, 2020 through Video Conferencing.

Kindly request you to take the above information on record .

Thanking You,

Yours Faithfully,

For Panasonic Carbon India Co Limited

P. Maheswari

P. Maheswari
Company Secretary



Encl: as above

PANASONIC CARBON INDIA CO. LIMITED

NOTICE IS HEREBY GIVEN THAT THE THIRTY EIGHTH (38TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF PANASONIC CARBON INDIA CO. LIMITED (CORPORATE IDENTIFICATION NUMBER: L29142TN1982PLC009560) WILL BE HELD ON THURSDAY, 24TH SEPTEMBER, 2020 AT 3.00 P.M. INDIAN STANDARD TIME ("IST") THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ("VC/OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. 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.
2. To declare Dividend on equity shares for the financial year ended 31st March, 2020.
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.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Tadasuke Hosoya (DIN: 08232012), who has been appointed as an additional Director of the Company by the Board of Directors with effect from 30th June, 2020 in terms of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non- Executive Director, liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors / Managing Director/ Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Dr K Paul Jayakar (DIN: 00692315), (DDR No. DI-202004-025021), and who has been appointed as an Additional Independent Non-Executive Director of the Company by the Board of Director 30th June 2020, for a term of three consecutive years (i.e. upto 29th June 2023) who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company with effect from 30th June, 2020, to hold office for a term of three consecutive years i.e. upto 29th June 2023.

"RESOLVED FURTHER THAT Board of Directors / Managing Director/ Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr R Senthil Kumar (DIN: 02170079) as Managing Director of the Company for a further period of one year up to 31st March, 2021 on the following terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the

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terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr R Senthil Kumar.

The remuneration payable to Managing Director of the Company with effect from 1st April, 2020 as mentioned below:

- (A) Salary & HRA: Rs. 6,60,000/- (Rupees Six Lakhs Sixty thousand only) per month.
- (B) Perquisites:
 - (i) Leave Travel Concession, Medical expenses for self and family including surgical and Hospitalization expenses, Furniture, Furnishings and maintenance cost against actual Bills not to exceed Rs.2,34,000/- per annum.
 - (ii) Use of Company's Car and Telephone at residence.
- (C) Mr R Senthil Kumar, Managing Director shall also be eligible for the following retirement & other benefits, which shall not be included in computation of the ceiling on perquisites specified herein above.
 - (i) Contribution to Provident Fund @ 12% of Salary.
 - (ii) Contribution to Superannuation Fund – Rs.2,00,000/- (Rupees Two Lakhs only) per annum.
 - (iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of Service.
 - (iv) Encashment of leave, Medical insurance and Personal accident insurance as per the Rules of the Company.
 - (v) Reimbursement of entertainment, hotel and other expenses actually and properly incurred for the legitimate business purpose of the Company.
- (D) Mr R Senthil Kumar shall not be paid any sitting fees for attending the meetings of the Board or Committee thereof.
- (E) All other terms and conditions as applicable to norms of the Company.

Explanation: "Family" means the spouse, dependent children and dependent parents of the managerial person.

RESOLVED FURTHER THAT during the tenure as the Managing Director Mr R Senthil Kumar, shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT Mr R Senthil Kumar in the capacity of the Managing Director will be entrusted with among others the powers, authorities, functions,

duties, responsibilities by Board of Directors of the Company from time to time.

"RESOLVED FURTHER THAT the above remuneration and perquisites be paid to Mr R Senthil Kumar as minimum remuneration, in case of absence or in adequacy of profits in any financial year of the Company during his term of office, subject however, that the said remuneration and perquisites shall be governed by and accordingly be within the limits in Section 11 of part II of Schedule V and all other applicable provisions of the Companies Act, 2013".

"RESOLVED FURTHER THAT Board of Directors / Managing Director/ Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

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

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13,15 and all other applicable provisions of the Companies Act 2013 including any statutory modification or re-enactment thereof, for the time being in force, and rules made there under and subject to necessary statutory approvals and modifications, if any, consent of the members be and are hereby accorded to alter the regulations contained in the existing Memorandum of Association (MOA) by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013 and the rules made there under and accordingly to adopt the new regulations in the Memorandum of Association of the Company".

"RESOLVED FURTHER THAT Board of Directors / Managing Director/ Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14,15 and all other applicable provisions of the

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Companies Act 2013 including any statutory modification or re-enactment thereof, for the time being in force, and rules made there under and subject to necessary statutory approvals and modifications, if any, consent of the members be and are hereby accorded to alter the regulations contained in the existing Articles of Association (AOA) by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013 and the rules made there under and accordingly to adopt the new regulations in the Articles of Association of the Company”.

“RESOLVED FURTHER THAT Board of Directors / Managing Director/ Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to Regulation 23(4) read with Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [hereinafter referred to as “SEBI Regulations, 2015”] and Section 188 of the Companies Act, 2013 read with related Rules thereto, including any amendments and modifications thereof, consent of the Company be and is hereby accorded to the following related party transactions entered into by the Company with the subsidiaries of Company’s parent company all of which are on arm’s length basis and in the ordinary course of business and which are considered as material as the transaction(s) for the sale of carbon rods entered into individually or taken together with previous transactions during the financial year 2019-20 exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the company.”

(Amounts in Rs. lakhs)

Name of the Related party	Nature of transactions	Nature of Relationship	Transaction value during the financial year ended 31 st March 2020
Panasonic Energy Indo Co., Ltd, Indo	Sale of Carbon Rods	Fellow subsidiary under common control of the parent company M/s Panasonic corporation, Japan	61940

Panasonic Energy Poland, S.A, Poland	Sale of Carbon Rods	Fellow subsidiary under common control of the parent company M/s Panasonic corporation, Japan	1225.14
Panasonic Do Inai Limboo, Ind	Sale of Carbon Rods	Fellow subsidiary under common control of the parent company M/s Panasonic corporation, Japan	575.18

10. 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.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to Regulation 23(4) read with Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 [hereinafter referred to as “SEBI Regulations, 2015”] and Section 188 of the Companies Act, 2013 read with related Rules thereto, including any amendments and modifications thereof, consent of the Company be and is hereby accorded for the following related party transactions entered/to be entered into by the Company with the subsidiaries of Company’s parent company all of which are on arm’s length basis and in the ordinary course of business and which are considered as material (as detailed in the explanatory statement annexed to the Notice) for a sum not exceeding Rs. 20 Crores (Rupees Twenty Crores only) per party per annum for the period commencing from 1st April, 2020 up to the end of the financial year 2022-23 (ie) up to 31st March 2023.”.

S No.	Name of the Related Party	Nature of Transaction	Nature of Relationship
1	M/s. Panasonic Energy India Co. Ltd (PECI)	Sale of Carbon Rods	Fellow Subsidiary
2	M/s. Panasonic Peruna S.A., Peru (PNNPERU)	Sale of Carbon Rods	Fellow Subsidiary
3	M/s. PT Panasonic Gobel Energy Indonesia, Indonesia (PEOG)	Sale of Carbon Rods	Fellow Subsidiary
4	M/s. Panasonic energy Poland, S.A. Poland (PECP)	Sale of Carbon Rods	Fellow Subsidiary

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5	Panasonic Centro Americana, S.A., Costa Rica (PCA)	Sale of Carbon Rods	Fellow Subsidiary
6	Panasonic Management Thailand Co. Ltd, Thailand (PMT)	Sale of Carbon Rods	Fellow Subsidiary
7	Panasonic Do Brazil Limitada, Brazil (PNABRA)	Sale of Carbon Rods	Fellow Subsidiary
8	Panasonic Energy (Shanghai) Co. Ltd, Shanghai (PECSH)	Sale of Carbon Rods	Fellow Subsidiary
9	Panasonic Asia Pacific Pte. Limited, Singapore (PAP)	Purchases	Fellow Subsidiary
10	Panasonic India Pvt. Ltd. (PI)	IT Services	Fellow Subsidiary

***RESOLVED FURTHER THAT** Board of Directors / Managing Director/ Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution

By Order of the Board of Directors
For Panasonic Carbon India Co. Limited

Place: Chennai
Date: 30th June, 2020

R. SENTHIL KUMAR
MANAGING DIRECTOR
(DIN: 02170079)

CIN: L29142TN1982PLC009560
Regd office: "Pottipati Plaza", Third floor,
No.77, Nungambakkam High Road
Chennai – 600 034
Website: www.panasoniccarbon.co.in

IMPORTANT NOTES:

- Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
- General instructions for accessing and participating in the 38th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
 - In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate

Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Members may note that to protect the health and safety of all the Stakeholders including Shareholders in view of the continuing Covid-19 pandemic, there will be no physical meeting of the Shareholders taking place at a common venue in respect of the 38th AGM. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.

- In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 38th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 38th AGM through VC/OAVM Facility and E-Voting during the 38th AGM.
- In Compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, the Notice of the 38th E-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company Depositories. Members may note that the Notice and Annual Report 2019-20 will be available on the website of the Company at www.panasoniccarbon.co.in, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.
- Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- CDSL will be providing facility for voting through remote e-Voting, for participation in the 38th AGM through VC/OAVM Facility and e-Voting during the 38th AGM.
- Members may join the 38th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2.45 p.m. IST i.e. 15 minutes before the time scheduled to start the 38th AGM

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and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 38th AGM.

- g. Members may note that the VC/OAVM Facility provided by CDSL allows participation of atleast 1000 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 38th AGM without any restriction on account of first-come first basis.
- h. Attendance of the Members participating in the 38th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
- i. 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 Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 38th AGM and facility for those Members participating in the 38th AGM to cast vote through e-Voting system during the 38th AGM.

3. The instructions for shareholders voting electronically are as under:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 9.00 A.M. on 21st September, 2020 and ends at 5.00 p.m. on 23rd September, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Record Date of 17th September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (M) Click on "Shareholders" module.
- (N) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EAS/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeas** using your login credentials. Once you successfully log-in to CDSL's **EAS/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (O) Next enter the Image Verification as displayed and Click on Login.
- (P) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (Q) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN Issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.
- (ix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details [CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID], Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number or (company email id). The shareholders

who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/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 available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

(x) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdsindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link

the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdsindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: maheswari.p@in.panasonic.com or lbanda.o.c.s@gmail.com

if they have voted from individual folio & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & -voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdsindia.com or contact Mr.Nirinkunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdsindia.com or call on 022-23058542/43.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September 2020 to 24th September 2020 (both days inclusive).
5. The Dividend upon its declaration at the Meeting will be paid to those Members, whose names appear in the Register of Members as on 17th September, 2020 (record date for payment of Dividend to the Shareholders).
 - a. Members may note that the Income Tax

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Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act :- For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN 7.5% or as notified by the Government of India Members not having PAN / valid PAN 20% or as notified by the Government of India However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs.5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Form 15G/15H can be downloaded from the weblink: <https://investors.cameoindia.com> to avail the benefit and e-mail to murali@cameoindia.com & investor@cameoindia.com provision to upload Form 15G/15H in the weblink viz., <https://investors.cameoindia.com> provided by Company's RTA. No communication would be accepted from members after September 18, 2020 regarding the tax withholding matters. For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable.

However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under

the DTAA, non-resident shareholders will have to provide the following: i) Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member ii) Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member ii) Self-declaration in Form TOF iv) Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty v) Self-declaration of beneficial ownership by the non-resident shareholder vi) Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member in case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess). The aforementioned documents are required to be submitted by e-mail to murali@cameoindia.com by 11.00 a.m (IST) on or before 18th September, 2020. No communication would be accepted from members after 18th September, 2020 regarding the tax withholding matters. If you need any clarification, in this regard you may contact Mr.Murali, Assistant Manager, Cameo Corporate Services Ltd. (+91-44-044-40020700/0710).

- b. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's RTA by murali@cameoindia.com. p) SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). j. Members holding shares in physical form are required to submit their PAN details to the RTA by e-mail to murali@cameoindia.com. Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their

- ID No. and in case of physical shares to the RTA by e-mail to murali@cameaIndia.com.
6. Members desiring to have any clarification on Accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
 7. Members holding Shares in physical form are requested to notify / send the following information by quoting their Folio Number to the Company / Registrar and Share Transfer Agents to facilitate better servicing:-
 - Any change in their address/mandate/bank account details with Phone Nos., Fax Nos., and E-mail ID for speedy disposal of letters on various issues; and payment of Dividend.
 - Share Certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
 8. Pursuant to Section 124 of the Companies Act, 2013 an amount of Rs. 4,47,216/- remaining unclaimed out of the dividend for the Financial Year 2011-12 was transferred to the Investor Education and Protection Fund (IEPF) Account constituted by the Central Government on 3rd October, 2019. No claim shall be entertained against the Company for the amounts so transferred.
 - Members who have not encashed the Dividend warrants for the subsequent financial years are advised to the Company immediately claiming Dividends declared by the Company.
 - The unclaimed dividend, if any, for the Financial Year 2012-13 will become transferable to the "Investor Education and Protection Fund Account" on or before 30th September, 2020. Therefore, Members are requested to send their claims, if any, for the Financial Year 2012-13 onwards before the respective amounts become due for transfer to the fund.
 - As per the Section 124 (6) of the Act read with IEPF rules as amended, all the shares in respect of which dividend has remained unpaid/ unclaimed for seven consecutive years or more have been transferred to the IEPF Account.
 - In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
- The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF Rules, which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders to ascertain status of the unclaimed amounts. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends from the financial years 2012-13 as on the date of the 38th Annual General Meeting (AGM) on the website of the Company viz. www.panasoniccarbon.co.in
9. In respect of shares held in electronic form, the Dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose. They may please note that the Dividend payable to them would be paid through National Clearing Services (NECS) at the available RBI locations. The Dividend would be credited to their Bank A/c as per the mandate given by the Members to their Depository Participants (DPs). In absence of availability of NECS facility, the Dividend will be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their Dividend warrants as per the applicable regulations.
 10. The Shares of the Company have been activated for Dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vide **ISIN INE013E01017**. Members opt to dematerialize their shares may approach any Depository Participant (DP).
 11. In respect of Shares held in physical form, Members desirous of receiving dividends by way of direct credit to their Bank Accounts through NECS may authorize the Company with their NECS mandate. The Members desirous of obtaining the NECS mandate may download the Form from the Website of the Company at www.panasoniccarbon.co.in or may write to the Company Secretary at the Registered Office of the Company.
 12. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, the Notice of the 38th AGM and the Annual Report for the Financial year 2019- 2020 including therein the Audited Financial Statements for the year 2020, is being sent only through electronic mode to the Members by email whose email addresses are registered with the Company or relevant Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository

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Participants and who wish to receive the Notice of the 38th AGM and the Annual Report for the Financial year 2019- 2020 and all other communication can send their request to the Company secretary/Registrar and transfer agent of the Company M/s. Cameo Corporate Services Limited, from time to time and also the Notice of the 38th AGM and the Annual Report for the Financial year 2019- 2020 can be download from the Company's website.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited.
14. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for the year 2019-20 will also be available on the Company's website www.panasoniccarbon.co.in
15. In view of the circular issued by SEBI dated 20th April, 2018 ref: SEBI/HQ/MIRSD/DOP1/CIR/P/2018/73. It is also mandatory to provide the Bank Mandate (Beneficiary Bank name and Beneficiary Account Number and IFSC Code) on the face of the Warrant / DD for all warrant printing cases / DD cancellation & reissuance / Initial DD Issuance / DD Issuance against electronic payment rejects.
16. Members are requested to notify immediately any changes for the below mentioned details to the Company/ Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited :
 - (a) Any change in their residential address.
 - (b) Income-tax Permanent Account Number (PAN).
 - (c) Bank details - Name and address of the Bank; A/c No.; type of A/c, IFSC Code

SPECIFIC INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system on September 24, 2020 at 3.00 PM. (IST) . Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders 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. Registration as speaker at the AGM: Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request along with queries in advance of at least 7 days prior to meeting (by September 17, 2020, 5.00 P.M. IST) mentioning their name, demat account number/folio number, email id, mobile number at moheswat.p@in.panasonic.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied at the 38th AGM. The Company reserves the right to restrict the number of questions depending upon the availability of time for the AGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions, which have already been submitted 7 days in advance, during the AGM
7. CDSL E-Voting period begins on 9.00 A.M. on 21st September 2020 and end on 23rd September 2020 at 5.00 P.M.
8. Members whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cut-off date i.e.17th September, 2020 (record date) shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cut off date should treat this notice for information purpose only.
9. The Company has appointed Ms.S. Lalitha, Practising Company Secretary, Partner of M/S LB & CO, Company Secretaries firm, Chennai to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4:

At the Board Meeting held on 30th June 2020, Mr. Tadasuke Hosoya was appointed as an Non-Executive Additional Director pursuant to Section 161 and any other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company. Mr. Tadasuke Hosoya, Director is liable to retire by rotation. He represents the Promoter Director on the Board and pursuant to Section 161(1) of the Act, Mr. Tadasuke Hosoya shall hold office up to the date of this AGM and is eligible to be appointed as Director.

He shall not be paid Sitting Fee for attending the Meetings of the Board. He does not hold by himself or on behalf of any other person on a beneficial basis, any Shares in the Company.

His qualification and experience are detailed under the heading "Information about the Directors to be appointed / re-appointed" which forms part of this Notice.

None of the Directors and Key Managerial Personnel of the Company is interested in this resolution except Mr. Tadasuke Hosoya.

The Board recommends passing of this Resolution represents his appointment as set out at Item No.4 of the Notice convening the Meeting.

Item No.5:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, on 30th June, 2020 appointed Dr. K. Paul Jayakar (DIN: 00692315) (DDR No. DI-202004-025021), as an Additional Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of three consecutive years to hold office from 30th June, 2020 to 29th June 2023. His appointment is subject to the approval of the Members. A notice has been received from a Member proposing Dr. K. Paul Jayakar as a candidate for the office of Director of the Company.

His qualification and experience are detailed under the heading "Information about the Directors to be appointed / re-appointed" which forms part of this Notice.

He shall be paid sitting fees for attending the Meetings of the Board and Committees if any thereof. He does not hold by himself or for any other person on a beneficial basis, any Shares in the Company.

Dr. K. Paul Jayakar has given a declaration that he meets the criteria of independence as provided in Section 149(5) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Dr. K. Paul Jayakar fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non- Executive Director of the Company and is Independent of the management.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5

The Board recommends passing of this Resolution represents his appointment as set out at Item No.5 of the Notice convening the Meeting.

Item No.6:

At the Annual General Meeting of the Company held on 8th August, 2019, Mr. R. Senthil Kumar was re-appointed as Managing Director of the Company for a period of one year up to 31st March, 2020. Accordingly, the present term of his appointment has been renewed on 1st April 2020.

The Board of Directors at their meeting held on 14th February 2020 re-appointed Mr. R. Senthil Kumar as Managing Director of the Company, as recommended by the Collaborators, M/s. Panasonic Corporation, Japan and the Nomination and Remuneration committee of the Company subject to approval of the Shareholders and other approvals as may be required, for a further period of one year up to 31st March, 2021 on the terms and conditions specified in the earlier resolutions passed at the time of his appointment and as approved by the Board of Directors. His re-appointment as detailed in this resolution is now placed before you for your consideration and approval under item no.6

Considering his contribution and performance made by Mr. R. Senthil Kumar for the growth of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 14th February, 2020 also revised his remuneration with effect from 1st April, 2020 subject to your approval. The revised remuneration as detailed in resolution is now placed before you for your consideration and approval under item no.6

Mr. R. Senthil Kumar represents the Foreign Collaborators on the Board. Mr. R. Senthil Kumar, Managing Director shall not be paid any sitting fees for attending the Meetings of the Board or any Committee thereof

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6

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The Board recommends passing of this resolution as set out as item No.6 of the Notice convening the Meeting.

Item No.7:

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Memorandum of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 30th June, 2020 decided (subject to the approval of members) to adopt a new set of Memorandum of Association in place of and to the exclusion of existing Memorandum of Association of the Company.

The draft of the new set of Memorandum proposed for approval in this notice of the Annual General Meeting is also available for inspection by the shareholders of the Company during normal business hours at the registered office of the Company.

In terms of Section 13 and 15 of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and rules made there under and subject to the consent of the Members by way of Special resolution is required for adoption of new set of Memorandum of Association of the Company.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board commends passing of this resolution as set out as item No.7 of the Notice convening the Meeting.

Item No.8:

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 30th June, 2020 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval in this notice of the Annual General Meeting is also available for inspection by the shareholders of the Company during normal business hours at the registered office of the Company.

In terms of Section 14 and 15 of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and rules made there under and subject to the consent of the Members by way of Special resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 8.

The Board commends passing of this resolution as set out as item No.8 of the Notice convening the Meeting.

Item No. 9:

As per regulation 23 (4) of [Listing Obligations and disclosure Requirements], Regulations, 2015 including any modification or amendment thereof, [hereinafter referred to as "SEBI Regulation 2015"] all material related party transactions shall require approval of the Shareholders through resolutions. As per explanation to Regulation 23(1) of "SEBI Regulation 2015", a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the listed entity.

The company sells carbon rods for the past so many years to battery manufacturers which are fellow subsidiaries under common control of the parent company M/s. Panasonic Corporation, Japan. All such transactions were on an arm's length basis and in the ordinary course of business.

The particulars of all material contracts or arrangements or transactions at Arm's length basis entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 have been given in Annexure - 7 to 38th Annual Report of the Board of Directors as well as in note no. 35 to the Financial statements for the year ended 31st March 2020 both of which have been circulated to the shareholders seeking their approval.

Hence, resolution No.9 of the Notice convening the 38th Annual General Meeting of the Company is placed before the shareholders seeking their approval for ratification of the material related party transactions listed in the said resolution entered into during the financial year 2019-20.

The above information shall be considered as additional information required to be disclosed pursuant to rule 15 of Companies (Meeting of Board and Its power) Rules,

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2014. According to the provisions of Regulation 23(4) of SEBI Regulation, 2015 related parties shall abstain from voting on this Resolution.

None of the Directors and Key Managerial Personnel (KMP) of the Company except Mr. Hideyuki Okunaga is interested in this Resolution. The Board commends passing of the resolution as set out at item no.9 of the notice convening the 38th annual General Meeting.

Item No. 10:

As per regulation 23 (4) of (Listing Obligations and disclosure Requirements), Regulations, 2015 including any modification or amendment thereof, (hereinafter referred to as "SEBI Regulation 2015") all material related party transactions shall require approval of the Shareholders through resolutions. As per explanation to Regulation 23(1) of "SEBI Regulation 2015", a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the listed entity.

The company sells carbon rods for the past so many years to battery manufacturers which are fellow subsidiaries under common control of the parent company M/s. Panasonic Corporation, Japan. All such transactions were on an arm's length basis and in the ordinary course of business.

Hence, It is proposed to secure shareholders' approval on resolution No.9 of the Notice convening the Annual General Meeting for approving the prospective material related party transactions for the period commencing from 1st April, 2020 up to the end of the financial year 2022-23 (ie) up to 31st March 2023.

The above information shall be considered as additional information required to be disclosed pursuant to Rule 15 of Companies (Meeting of Board and its power) Rules, 2014. According to the provisions of Regulation 23(4) of SEBI Regulation, 2015 related parties shall abstain from voting on this Resolution.

None of the Directors and Key Managerial Personnel (KMP) of the Company except Mr. Hideyuki Okunaga and Mr. Tadasuke Hosoya are interested in this Resolution. The Board commends passing of the resolution as set out at item no.10 of the notice convening the 38th annual General Meeting.

In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Includes any amendments and notification thereof) details of directors seeking re-appointment at the ensuing Annual General Meeting are as follows:

Mr. Tadasuke Hosoya

Tadasuke Hosoya (DIN: 08232012), born on 1st June, 1972, aged about 48 years had completed his Degree in Bachelor of Economics in March, 1995 from Keio University, Tokyo, Japan. Immediately after his graduation, he joined Matsushita Electric Industrial Co Ltd (Panasonic Corporation). Tadasuke Hosoya is having vast experience in Sales and Marketing for more than two decades and also worked at various senior positions in the overseas operations.

Currently, Tadasuke Hosoya is the Chairman and Managing Director of Panasonic Energy India Co. Limited with effect from 1st April, 2020. Now, he was appointed as an additional Director in your Company with effect from 30th June, 2020. He is nominated by our Collaborators.

Dr.K. Paul Jayakar:

Dr. K. Paul Jayakar (DIN: 00692315) is a Fellow Member of the Institute of Chartered Accountants of India since 1981. He was a Rank holder in all India rank in the Intermediate exam of the Institute of Chartered Accountants of India. He is also a Diploma holder in Insurance and Risk Management from the Institute of Chartered Accountants of India apart from a P.H.D degree holder from University of Madras.

He has 40 years of rich and vast experience in handling consultancy assignment in risk Management and Governance, Risk and Compliance ("GRC") in various organisations in India and abroad. He has served as Director in both Public and Private Companies. He was a visiting faculty in professional and educational institutions. He is a member of various committees in professional bodies and University of Madras.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. K. Paul Jayakar as an Independent Non-Executive Director for a term of three consecutive years from 30th June, 2020 to 29th June 2023. Dr. K. Paul Jayakar would bring with him immense experience to the Company in the areas of Risk Management, Governance and Compliance, strategic planning, internal control and advisory. Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 5 of the accompanying Notice of 38thAGM for the approval by the Members.

Mr. R. Senthil Kumar

Mr. R. Senthil Kumar is a graduate in Commerce. He joined the Company in 1982 as Assistant Officer in Accounts Department. From the date of joining the Company he

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has evinced lot of interest in Factory operations and Human Relations related to the Personnel Department apart from improving his Departmental work. During his past 38 years of experience he had excelled not only in Accounts and Finance related matters but also in the entire operations of the Works and Administration. He contributed his skill and efforts in the factory to improve the Production by using various simplified machines and equipments to reduce the cost of the production and to increase the sales. He has been elevated to the position of Managing Director of our Company by the Collaborators, M/s. Panasonic Corporation, Japan since 2008.

In December 2019, Our Collaborators have recommended him as competent personnel to continue to accomplish the duty of Managing Director of our Company, since he has adequate experience and expertise to carry out the day to day operations of the Company.

Mr. R. Senthil Kumar apart from being a Managing Director also a Member of Audit Committee, Corporate Social

Responsibility Committee and Stakeholders Relationship Committee of our Company.

He does not hold any Directorship or Membership in any of the Companies/Committees in any other Company.

By Order of the Board of Directors
For Panasonic Carbon India Co. Limited



Place: Chennai
Date: 30th June, 2020

R. SENTHIL KUMAR
MANAGING DIRECTOR
(DIN: 02170079)

CIN: L29142TN1982PLC009560
Regd. Office: "Pottipati Plaza", Third Floor,
No. 77, Nungambakkam High Road, Chennai - 600 034
Phone: 044-28275216/26, Fax: 044-28263010
Website: www.panasoniccarbon.co.in

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Annexure to the Notice

Details of Directors seeking appointment/re-appointment at the Annual General Meeting			
Particulars	Dr. Paul Jayakar	Mr. Tadasuke Hosoya	Mr. R. Senthil Kumar
Date of Birth	23/05/1956	01/06/1972	21/04/1957
DIN	00692315	08292012	02170079
Date of Appointment Qualifications	June 30, 2020 Fellow member Institute of Chartered Accountants of India and P.H.D from Madras University-	June 30, 2020 Bachelor of Economics, Keio University, Tokyo, Japan	April 01, 2019 Bachelor of Commerce, Madras University
Expertise in specific functional areas	Wide and vast experience in Risk Management, Governance and Compliance, strategic planning, internal control and advisory.	Wide and rich experience in Sales, Marketing and Administration	Wide experience in Finance, Accounts, Secretarial, taxation, Legal, Personnel, administrative areas, Factory operational functions and other factory administrative areas
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	Panasonic Energy India Co. Limited	NIL
Committee / Executive position held in other companies	NIL	Chairman and Managing Director of Panasonic Energy India Co. Limited	NIL
Number of shares held in the Company	NIL	NIL	700 Shares
Relationship with other Directors	He is not related to any other Directors.	He is not related to any other Directors	He is not related to any other Directors

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.