

# Panasonic Carbon India Co. Ltd.

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

Tel : +91 44 28275216, 28275226, 28275015  
Fax : +91 44 28263010  
CIN: L29142TN1982PLC009560  
[www.panasoniccarbon.in](http://www.panasoniccarbon.in)

PROCEEDINGS OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY, THE 31<sup>st</sup> JULY, 2014 AT HOTEL DEE CEE MANOR (OPP. TO VANI MAHAL), NO.90, G.N. CHETTY ROAD, T.NAGAR, CHENNAI-600 017.

**Directors Present:** Mr. V. R. Gupte- Chairman  
Mr. R. Senthil Kumar- Managing Director  
Mr. K. Subramanian- Non-Executive Independent Director  
Mr. A. Raghavendra Rao- Non-Executive Independent Director  
Mr. Hideyuki Okunaga-Director  
Mr. Mitsutoshi Shigeta- Director

The Chairman gave an overview of the financial performances of the Company for the financial year ended 31<sup>st</sup> March, 2014, for the quarter ended 30<sup>th</sup> June, 2014 and its future outlook.

The Chairman informed the members that in compliance with the clause 35B of the Listing Agreement and in terms of Section 108 of the Companies Act, 2013 the Company had provided to its shareholder, e-voting facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting by electronic means and the business was transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The e-voting facility was kept open from 24<sup>th</sup> July, 2014 (9.00 a.m.) to 26<sup>th</sup> July, 2014 (6.00 p.m.).

M/s. Ganesh and Sankaran, Chartered Accountants, were appointed as Scrutinizer by the Board to conduct the e-voting in a fair and transparent manner.

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

The chairman announced that the Shareholders representing 73.37% shareholding have casted their votes through e-voting process and majority of them have casted their votes in favour of all resolutions. He also informed that Scrutinizer's report along with e-voting results will be placed in the Company website viz: [www. Panasoniccarbon.in](http://www.Panasoniccarbon.in)

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## ORDINARY BUSINESS:

1. Adoption of Annual Accounts for the year ended 31<sup>st</sup> March, 2014;
2. Declaration of Dividend at ₹ 7/- per share (i.e. 70%) for the Financial Year 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014;
3. Appointment of Mr. K. K. Jiwarajka as Director of the Company liable to retire by rotation;
4. Appointment of M/s. Brahmayya & Co., Chartered Accountants as Statutory Auditors of the Company and fixation of their remuneration

## SPECIAL BUSINESS:

5. Appointment of Mr. Hideyuki Okunaga as a Non-executive Director
6. Appointment of Mr. Mitsutoshi Shigeta as a Non-executive Director
7. Appointment of Mr. V.R Gupte as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019
8. Appointment of Mr. A. Raghavendra Rao as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019
9. Appointment of Mr. K. Subramanian as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019
10. Resolved not to fill for the time being the vacancy caused by the retirement of Mr. Hitoshi Arata, Director, who retires by rotation at the Annual General Meeting and does not seek re-appointment.
11. Revision in Remuneration to Mr. R. Senthil Kumar, Managing Director of the Company effective 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014

The e-voting results notified were informed to the Stock Exchange in the format as prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For Panasonic Carbon India Co. Limited



R. Manoranjan  
Company Secretary

# Ganesh & Sankaran

CHARTERED ACCOUNTANTS

Firm Registration No.000865S



Partners:

P. Sankaran, M.Com., F.C.A., DISA (Cell : 94449 43175)

G. Gurumoorthy, MA BL, FCA, ACMA, (Cell : 99620 17745)

Kalyani Subramanian, B.Sc., FCA, ACS, 'Grad' CWA, (Cell : 94440 34376)

R.S. Sivaraman, M.Sc., M.Com., FCA, ACS, AIII, DISA, DIRM, PGDCA (Cell : 94451 11150)

Bhargavi Sankaran, B.Com., ACA (Cell : 98848 24647)

## SCRUTINIZER'S REPORT

[Pursuant to rule Section 108 of the companies Act ,2013 and rule 20(xi) of the Companies(Management and Administration) Rules,2014]

28/07/2014

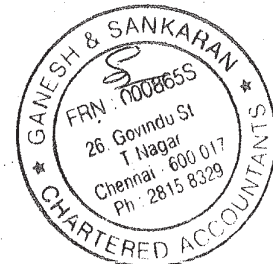
To  
The Chairman  
32<sup>nd</sup> Annual General Meeting of the Equity shareholders  
of Panasonic Corbon India Co. Limited to be held on 31<sup>st</sup> July 2014 at 3 pm at  
Hotel Dee Cee Manor (Opp to Vani Mahal)  
90 G.N Chetty Road,T Nagar Chennai-600 017

Dear sir

I R.S.Sivaraman Partner of M/S Ganesh & Sankaran , Chartered Accountants having its registered office at No 26, Govindu Street, T Nagar,Chennai-600017, have been appointed as a scrutinizer of Panasonic Corbon India Co. Limited ("the company") for the purpose of scrutinizing the e voting process in a fair and transparent manner and ascertaining the requisite majority on e voting carried out as per the provisions of the Companies Act ,2013 and Rule 20 of the Companies (Management and Administration ) Rules 2014 on the below mentioned resolution(s) ,at the 32<sup>nd</sup> Annual General Meeting of the Equity shareholders of Panasonic corbon India Co. Limited, to be held on 31<sup>st</sup> July 2014 at 3 pm at Hotel Dee Cee Manor (Opp to vani Mahal) 90 G.N Chetty Road,T Nagar, Chennai-600 017.

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 resolutions contained in the Notice to the 32<sup>nd</sup> Annual General meeting(AGM) of the members of the company. Our responsibility as a scrutinizer for the e voting process is restricted to make a scrutinizer's report of the votes cast "in favour "or "against" the resolutions stated above ,based on the reports generated from the e voting services provided by Central Depository Services (India) Limited (CDSL)vide their website [WWW.evotingindia.co.in](http://WWW.evotingindia.co.in)
2. The e-voting period remained open from 24<sup>th</sup> July,2014 (9 am) to 26<sup>th</sup> July ,2014 (6 pm).
3. The share holders holding shares shares as on the date of "cutoff date" date ie 30/06/2014 were entitled to vote on the proposed resolutions (item no 1 to 11 as set out in the Notice of the 32<sup>nd</sup> AGM of Panasonic Corbon India Co. Limited



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4. The votes were unblocked on 26<sup>th</sup> July 2014, around 6.02 Pm in the presence of two witnesses Ms.N.Jeeva (59,Main Road Street,Kaveripakkam village, Maradadu P.O ,Vandavasi Taluk,Tiruvannamalai Dist-604405 Tamil Nadu ) and Mr R.Vijay Andrews (No A 40, 6<sup>th</sup> Avenue Banu Nagar,Pudur,Ambattur ,Chennai-600053) who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence

Name : N.JEEVA

Name : R.VIJAY ANDREWS

5. Thereafter ,the details containing ,inter-alia, list of shareholders ,who voted "For" and "Against", were down loaded from Central Depository Services (India) Limited (CDSL) website [WWW.evotingindia.co.in](http://WWW.evotingindia.co.in)
6. The results of the e -voting is as under

**a) Resolution 1-Adaption of Financial Statements for the year ended 31 st march 2014**

**i) Voted in favour of the resolution**

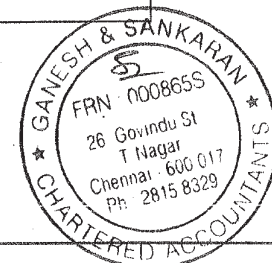
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

**ii) Voted against the resolution**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

**iii) Invalid Votes**

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA



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## b) Resolution 2-Declaration of Dividend

i)Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

## c) Resolution 3 –Reappointment of Mr.K.K.Jiwarjka, who retires by rotation

i)Voted in favour of the resolution

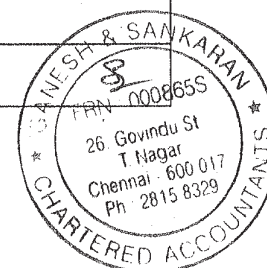
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

iii)Invalid Votes

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA





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**d) Resolution 4-Appointment of M/S Brahmayya & Co ,Chartered Accountants as auditors of the company and fix their remuneration****i)Voted in favour of the resolution:**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

**ii) Voted against the resolution:**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

**iii)Invalid Votes:**

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

**e) Resolution 5-Appointment of Mr.Hideyuki Okunaga as a Director,retiring by rotation****i)Voted in favour of the resolution:**

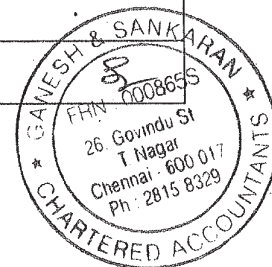
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3516755	100 %

**ii) Voted against the resolution:**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

**iii)Invalid Votes:**

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA



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## f) Resolution 6-Appointment of Mr.Mitsutoshi Shigeta as a Director,retiring by rotation

i)Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

## g) Resolution 7-Appointment of Mr.V.R.Gupta as an Independent Director

i)Voted in favour of the resolution:

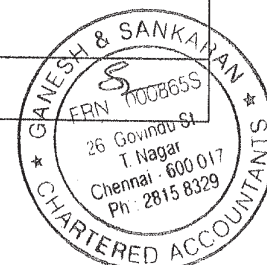
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA





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**h) Resolution 8- Appointment of Mr.A.Raghavendra Rao as an Independent Director****i)Voted in favour of the resolution:**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

**ii) Voted against the resolution:**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

**iii)Invalid Votes:**

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

**i) Resolution 9- Appointment of Mr.K.Subramanian as an Independent Director****i)Voted in favour of the resolution:**

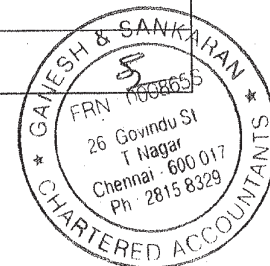
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

**ii) Voted against the resolution:**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

**iii)Invalid Votes:**

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA





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- j) **Resolution 10-Resolved not to fill the vacancy for the time being caused by the retirement of Mr.Hitoshi Arata,Director who retires by rotation and does not seek re-appointment**

i)Voted in favour of the resolution:

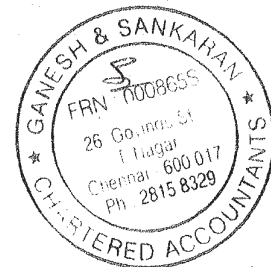
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA



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**k) Resolution 11-Approval in terms remuneration payable to Mr Senthil Kumar,  
Managing Director of the company**

i)Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

7. The relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the said Annual General Meeting and the same are handed over to the company secretary for safekeeping

Thanking you

Yours faithfully

For **GANESH & SANKARAN**  
**CHARTERED ACCOUNTANTS**  
Firm Regn. No. : 000865S

*R.S. Sivaraman*

**R.S. SIVARAMAN, M. No. 217323**

**Partner**

Place: Chennai

Date :28/07/2014

