

Panasonic Carbon India Co. Ltd.

CIN: L29142TN1982PLC009560

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PROCEEDINGS OF THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY, THE 23rd JULY, 2015 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
Mrs.C. Jayashree- Non-Executive Independent Director
Mr. Kunal Jivarajka -Director
Mr. Mitsutoshi Shigeta- Director

The Chairman gave an overview of the financial performances of the Company for the financial year ended 31st March, 2015, for the quarter ended 30th June, 2015 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 and the relevant Rules, the Company had provided to its member, remote e-voting facility to exercise their right to vote at the 33rd Annual General Meeting by electronic means and the business was transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The remote e-voting facility was kept open from 20th July, 2015 (10.00 a.m.) to 22nd July, 2015 (5.00 p.m.).

The Chairman also informed the members that the facility for voting through ballot/polling paper was also made available. The members attending the meeting, who have not already cast their vote through remote e-voting can exercise their voting.

M/s. Rabi Narayan & Associates, Practicing Company Secretaries, Chennai were appointed as Scrutinizer by the Board of Directors to conduct the remote e-voting as well the voting process at the AGM in a fair and transparent manner.

On 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 and Company Secretary with the permission of Chairman.



Factory : Tada Mandal, Nellore District, Andhra Pradesh - 524 401 Tel : 08623 - 249126 Fax : 08623 - 249049

Panasonic Carbon India Co. Ltd.

The chairman announced that the Shareholders representing 73.50% shareholding have casted their votes through remote e-voting process and poll at the AGM and all of them have casted their votes in favour of all resolutions. He also informed that the combined results of remote e-voting and ballot voting provided by the Scrutinizer will be declared and placed in the Company website viz: [www. Panasoniccarbon.co.in](http://www.Panasoniccarbon.co.in) and the BSE website viz: www.bseindia.com

ORDINARY BUSINESS:

1. Adoption of Annual Accounts for the year ended 31st March, 2015;
2. Declaration of Dividend at ₹ 8/- per share (i.e. 80%) for the Financial Year 1st April, 2014 to 31st March, 2015;
3. Appointment of Mr. Mitsutosh Shigeta 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. Kunal Jiwrajka as a Non-executive Director
6. Appointment of Mrs. C. Jayashree as an Independent Director of the Company to hold office for the term up to 31st March, 2018 not liable to retire by rotation

The combined results of remote e-voting as well as ballot voting 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



Rabi Narayan & Associates

Company Secretaries

REPORT OF SCRUTINIZER

Form No. MGT-13

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(xi) and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To

The Chairman,

33rd (Thirty Third) Annual General Meeting of the Equity Shareholders of the **Panasonic Carbon India Co. Limited [CIN-L29142TN1982PLC009560]** held on Thursday, July 23, 2015 at 10:30 A.M at the Hotel Dee Cee Manor, (Opp. To Vani Mahal), No. 90,G.N Chetty Road, T. Nagar, Chennai-600017

Dear Sir,

I, Mr. Rabi Narayan Pal, Partner of Rabi Narayan & Associates, Company Secretaries, having office at No.14/20,First Street, Srinivasa Pillai Street,West Mambalam,(Near Satyanarayana Temple) Chennai-600033, appointed as Scrutinizer by the Board of Directors of the Panasonic Carbon India Co.Limited (the Company) for the purpose of scrutinizing remote e-voting process in a fair and transparent manner and for the purpose of poll taken in respect of the below mentioned resolutions proposed at the 33rd Annual General Meeting of the Equity Shareholders of the Company to be held on 23rd July 2015, at 10:30 A.M at the Hotel Dee Cee Manor, (Opp. To Vani Mahal), No. 90,G.N Chetty Road, T. Nagar, Chennai-600017, submit my report as under:

1. In accordance with the Notice of the 33rd Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on June 26, 2015 the remote e-voting opened at 10.00 AM on 20th July 2015 and remained open up to 5.00 PM on 22nd July 2015.
2. The Company had sent Annual Reports to 5918 shareholders out of which 1489 shareholders by way of e-mail and balance 4429 by way of Registered Book Post.



3. The Equity Shareholders holding shares as on July 16, 2015, "**cut off date**", were entitled to vote on the resolutions stated in the Notice of the 33rd Annual General Meeting of the Company.
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on July 22, 2015 at 05:00 P.M, the CDSL portal was blocked for voting.
5. The List of share holders who cast their votes through remote e voting were unblocked in the presence of two witnesses on the July 23, 2015.
6. At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 19-03-2015.
7. The Polling papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. After the time fixed for closing of the poll by the Chairman, One (01) ballot box kept for polling were locked in my presence with due identification marks placed by me.
8. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Cameo Corporate Services Limited, the Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company.
9. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
10. On the conclusion of the Annual General Meeting, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned. The e-voting results were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>). The votes cast through remote e-voting and through ballot in the venue of the Annual general meeting were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules



11. The results of the remote e-voting and Poll at the AGM are as per **Annexure – A.**
12. For your information, details of the polling done through remote e-voting are given in **Annexure - B**, the details of polling done by members present at the Annual General Meeting are given in **Annexure - C** and a summary of all the ballots received is given in **Annexure - D.**
13. I report that all the resolutions stand passed with the requisite majority. The company is hereby instructed to put up the results on its website and also that of the service provider and inform BSE Limited (Stock Exchange), where its equity are listed.
14. A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
15. The poll papers and all other relevant records were sealed and handed over to the Mr. R. Manoranjan, Company Secretary of Panasonic Carbon India Co. Limited, as authorized by the Board for safe keeping.
16. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman/ Company Secretary of the company, once the Minutes are approved and signed.

Thanking you



Yours faithfully

Signature: _____

Name: Rabi Narayan Pal
C.P.No.3480/ FCS-4993

Place: Chennai
Date : 25.07.2015

Annexure – A

PANASONIC CARBON INDIA CO. LIMITED – COMBINED RESULT OF E-VOTING AND POLL AT AGM

S.I no	Res No.	Resolution	E-Voting		Poll at AGM		Total		Result
			For	Against	For	Against	For	Against	
1	1	Ordinary Business Adoption of financial statements, Reports of the Directors and the Auditors thereon for the year ended 31 st March 2015.	3520556	0	12123	2	3532679	2	Passed with requisite majority
2	2	Declaration of Dividend	3520556	0	12125	0	3532681	0	Passed with requisite majority
3	3	Re-appointment of Mr. Mitsutoshi Shigeta as director who retires by rotation.	3520556	0	12123	2	3532679	2	Passed with requisite majority
4	4	Appointment of M/s. Brahmayya & Co. Chartered Accountant as Auditors of the Company and fixing remuneration.	3520556	0	12123	2	3532679	2	Passed with requisite majority
		Special Business (Ordinary Resolution)							
5	5	Appointment of Mr. Kunal Jiwaraajka as Director.	3520556	0	12123	2	3532679	2	Passed with requisite majority
6	6	Appointment of Mrs.C.Jayashree as an Independent Director.	3520556	0	12123	2	3532679	2	Passed with requisite majority



Annexure - B

PANASONIC CARBON INDIA CO. LIMITED - E-VOTING RESULT

Resolution	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Adoption of financial statements, Reports of the Directors and the Auditors thereon for the year ended 31st March 2015.	14	3520556	14	3520556	0	0	0	0
Declaration of Dividend.	14	3520556	14	3520556	0	0	0	0
Re-appointment of Mr. Mitsutoshi Shigeta as director who retires by rotation	14	3520556	14	3520556	0	0	0	0
Appointment of M/s. Brahmaya & Co. Chartered Accountant as Auditors of the Company and fixing remuneration	14	3520556	14	3520556	0	0	0	0
Appointment of Mr. Kunal Jiwrajka as Director.	14	3520556	14	3520556	0	0	0	0
Appointment of Mrs.C. Jayashree as an Independent Director	14	3520556	14	3520556	0	0	0	0



Annexure – C

PANASONIC CARBON INDIA CO. LIMITED – POLL AT AGM

Resolution	Polling Paper Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Adoption of financial statements, Reports of the Directors and the Auditors thereon for the year ended 31st March 2015	27	12125	26	12123	01	02	0	0
Declaration of Dividend.	27	12125	27	12125	0	0	0	0
Re-appointment of Mr. Mitsutoshi Shigeta as director who retires by rotation	27	12125	26	12123	01	02	0	0
Appointment of M/s. Brahmaya & Co. Chartered Accountant as Auditors of the Company and fixing remuneration	27	12125	26	12123	01	02	0	0
Appointment of Mr. Kunal Jiwrajka as Director.	27	12125	26	12123	01	02	0	0
Appointment of Mrs. C.Jayashree as an Independent Director	27	12125	26	12123	01	02	0	0



ANNEXURE- D

SUMMARY OF VOTES POLLED AT E-VOTING AND POLL AT THE AGM

Res No.	Type of Voting	Ballots Received	Total Shares	Favour		Against		Invalid		% Shares polled in favour
				Ballots	Shares	Ballots	Shares	Ballots	Shares	
1	E- Voting	14	3520556	14	3520556	0	0	0	0	100
	Poll at AGM	27	12125	26	12123	01	02	0	0	99.9835
Total		41	3532681	40	3532679	1	2	0	0	99.9999
2	E- Voting	14	3520556	14	3520556	0	0	0	0	100
	Poll at AGM	27	12125	27	12125	0	0	0	0	100
Total		41	3532681	0	3532681	0	0	0	0	100
3	E- Voting	14	3520556	14	3520556	0	0	0	0	100
	Poll at AGM	27	12125	26	12123	01	02	0	0	99.9835
Total		41	3532681	40	3532679	1	2	0	0	99.9999
4	E- Voting	14	3520556	14	3520556	0	0	0	0	100
	Poll at AGM	27	12125	26	12123	01	02	0	0	99.9835
Total		41	3532681	40	3532679	1	2	0	0	99.9999
5	E- Voting	14	3520556	14	3520556	0	0	0	0	100
	Poll at AGM	27	12125	26	12123	01	02	0	0	99.9835
Total		41	3532681	40	3532679	1	2	0	0	99.9999
6	E- Voting	14	3520556	14	3520556	0	0	0	0	100
	Poll at AGM	27	12125	26	12123	01	02	0	0	99.9835
Total		41	3532681	40	3532679	1	2	0	0	99.9999

