

# Panasonic Carbon India Co. Ltd.

CIN: L29142TN1982PLC009560

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

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Fax : +91 44 28263010  
www.panasoniccarbon.co.in

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

1<sup>st</sup> August, 2016

Kind Attn: Mr. Jeevan Naronha

Ref: Scrip Code: 508941/ ISIN: INE013E01017

Sub: Regulation 44: Voting results of the 34<sup>th</sup> Annual General Meeting held on  
29.07.2016

Dear Sir,

Further to our letter dated 7<sup>th</sup> July, 2016, this is to inform you that at the 34<sup>th</sup> AGM of the Company held on 29<sup>th</sup> July, 2016 at Hotel Benz Park, No. 62, Thirumalai Pillai Road, T. Nagar, Chennai-600017, all items of business contained in the notice of the 34<sup>th</sup> AGM were approved by the Members. The details of the voting results as per the requirement of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are enclosed in the prescribed format.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Panasonic Carbon India Co. Limited,

R. Manoranjan  
Company Secretary



	<b>Panasonic Carbon India Co. Limited</b>
Date of the AGM	29.07.2016
Total Number of Shareholders on record date	6867
No. of Shareholders present in the meeting either in person or through proxy:	Total Number of Shareholders present in the meeting: 101 (In person: 94 and through proxy: 07)
Promoter and Promoter Group	05
Public	96
No. of Shareholders attended the meeting through Video Conference:	<b>Not Applicable</b>
Promoter and Promoter Group	<b>Not Applicable</b>
Public	<b>Not Applicable</b>

<b>Ordinary-1: Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2016</b>												
Resolution required: (Ordinary / Special)	No	Whether Promoter / Promoter Group are interested in the agenda / resolution	No	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3129962	3103158	99.14	3103158	0	3103158	0	100.00	0	100.00	0.00
	Poll	0	0	0.00	0	0	0	0	0.00	0	0.00	0.00
	Postal Ballot (If applicable)	0	0	0.00	0	0	0	0	0.00	0	0.00	0.00
Public Institutions	E-Voting	150	0	0.00	0	0	0	0	0.00	0	0.00	0.00
	Poll	0	0	0.00	0	0	0	0	0.00	0	0.00	0.00
	Postal Ballot (If applicable)	0	0	0.00	0	0	0	0	0.00	0	0.00	0.00



	applicable)												
Public Non Institutions	E-Voting	1669888	6013	0.36		6013	0	100.00			0.00		
	Poll	564		0.03		564	0	100.00			0.00		
	Postal Ballot (If applicable)	0		0.00		0	0	0.00			0.00		
	<b>Total</b>	<b>4800000</b>	<b>3109735</b>	<b>64.79</b>		<b>3109735</b>	<b>0</b>	<b>100.00</b>			<b>0.00</b>		

**Ordinary-2: Declaration of Dividend**

Resolution required: (Ordinary / Special)	No												
Whether Promoter / Promoter Group are interested in the agenda / resolution	No												
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of votes in favour polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100					
Promoter and Promoter Group	E-Voting	3129962	3103158	99.14	3103158	0	100.00	0.00					
	Poll	0	0	0.00	0	0	0.00	0.00					
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00					
Public Institutions	E-Voting	150	0	0.00	0	0	0.00	0.00					
	Poll	0	0	0.00	0	0	0.00	0.00					
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00					
Public Non Institutions	E-Voting	1669888	6013	0.36	6013	0	100.00	0.00					



Poll		564	0.03	564	0	100.00	0.00
Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00
<b>Total</b>	4800000	3109735	64.79	3109735	0	100.00	0.00

<b>Ordinary-3: Appointment of M/s.Brahmayya &amp; Co., Chartered Accountants as Auditors of the Company and fixing their remuneration</b>								
Resolution required: (Ordinary / Special)	No							
Whether Promoter / Promoter Group are interested in the agenda / resolution	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in against (5)	% of votes in favour on polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3129962	3103158	99.14	3103158	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	150	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	1669888	6013	0.36	6013	0	100.00	0.00
	Poll		564	0.03	564	0	100.00	0.00
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00



	applicable)												
<b>Total</b>	4800000	3109735	64.79	3109735	0	100.00	0.00						

**Ordinary-4: Appointment of Mr. Chiaki Kidani (DIN:07427620) as Director**

No

Resolution required: (Ordinary / Special)	Whether Promoter / Promoter Group are interested in the agenda / resolution	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of votes in favour polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group			E-Voting	3129962	3103158	99.14	3103158	0	100.00	0.00
			Poll	0	0	0.00	0	0	0.00	0.00
			Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00
Public Institutions			E-Voting	150	0	0.00	0	0	0.00	0.00
			Poll	0	0	0.00	0	0	0.00	0.00
			Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00
Public Non Institutions			E-Voting	1669888	6013	0.36	6013	0	100.00	0.00
			Poll	0	564	0.03	564	0	100.00	0.00
			Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00
<b>Total</b>			4800000	3109735	64.79	3109735	0	100.00	0.00	



Ordinary-5: Appointment of Mr.R.Senthil Kumar (DIN:02170079) as Managing Director									
Resolution required: (Ordinary / Special)	No								
Whether Promoter / Promoter Group are interested in the agenda / resolution	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in against (5)	% of votes in favour polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	3129962	3103158	99.14	3103158	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00	
Public Institutions	E-Voting	150	0	0.00	0	0	0.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00	
Public Non Institutions	E-Voting	1669888	6013	0.36	6013	0	100.00	0.00	
	Poll		564	0.03	564	0	100.00	0.00	
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00	
	<b>Total</b>	4800000	3109735	64.79	3109735	0	100.00	0.00	



Ordinary-6: Approval of remuneration payable to Mr.R.Senthil Kumar (DIN:02170079), Managing Director of the Company									
Resolution required: (Ordinary / Special)	No								
Whether Promoter / Promoter Group are interested in the agenda / resolution	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	3129962	3103158	99.14	3103158	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00	
Public Institutions	E-Voting	150	0	0.00	0	0	0.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00	
Public Non Institutions	E-Voting	1669888	6013	0.36	6013	0	100.00	0.00	
	Poll		564	0.03	564	0	100.00	0.00	
	Postal Ballot (If applicable)	0	0	0.00	0	0	0.00	0.00	
	<b>Total</b>	4800000	3109735	64.79	3109735	0	100.00	0.00	



**Ordinary-7: Approval of existing Material Related Party Transactions for the year 2015-16**

Resolution required: (Ordinary / Special)	Ordinary-7: Approval of existing Material Related Party Transactions for the year 2015-16									
Whether Promoter / Promoter Group are interested in the agenda / resolution	Yes (M/s.Panasonic Corporation is interested in this Resolution)									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	3129962	66338	2.12	66338	0	100.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Postal Ballot (If applicable)	-	-	-	-	-	-	-		
Public Institutions	E-Voting	150	0	0.00	0	0	0.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Postal Ballot (If applicable)	-	-	-	-	-	-	-		
Public Non Institutions	E-Voting	1669888	6013	0.36	6013	0	100.00	0.00		
	Poll	-	564	0.03	564	0	100.00	0.00		
	Postal Ballot (If applicable)	-	-	-	-	-	-	-		
	<b>Total</b>	4800000	72915	1.52	72915	0	100.00	0.00		





Ordinary-8: Approval of prospective Material Related Party Transactions for the year 2016-17 and each subsequent financial year										
Resolution required: (Ordinary / Special)	Yes (M/s.Panasonic Corporation is interested in this Resolution)									
Whether Promoter / Promoter Group are interested in the agenda / resolution										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in against (5)	% of votes in favour on polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	3129962	66338	2.12	66338	0	100.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Postal Ballot (If applicable)	-	-	-	-	-	-	-		
Public Institutions	E-Voting	150	0	0.00	0	0	0.00	0.00		
	Poll	0	0	0.00	0	0	0.00	0.00		
	Postal Ballot (If applicable)	-	-	-	-	-	-	-		
Public Non Institutions	E-Voting	1669888	6013	0.36	6013	0	100.00	0.00		
	Poll		564	0.03	564	0	100.00	0.00		
	Postal Ballot (If applicable)	-	-	-	-	-	-	-		
	<b>Total</b>	4800000	72915	1.52	72915	0	100.00	0.00		





**REPORT OF SCRUTINIZER**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

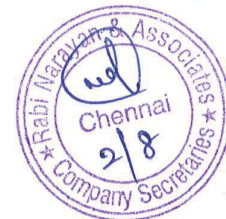
To,  
The Chairman,  
34<sup>th</sup> (Thirty Fourth) Annual General Meeting (AGM) of the Shareholders of **Panasonic Carbon India Co. Limited** held on Friday, July 29, 2016 at 02.30 P.M (IST) at the Hotel Benz Park, No.62, Thirumalai Pillai Road, T.Nagar, Chennai, 600017, Tamilnadu, India.

Dear Sir,

1. I, Rabi Narayan Pal (Partner of M/s.Rabi Narayan & Associates), Company Secretaries, having office at "Aparajita" No.14/20, First Floor, Srinivasa Pillai Street, West Mambalam, (Near Satya Narayana Perumal Koil), Chennai, 600033, Tamilnadu, India, was appointed as Scrutinizer by the Board of Directors of **Panasonic Carbon India Co. Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 34<sup>th</sup> Annual General Meeting of the Shareholders of the Company held on Friday, July 29, 2016 at 02.30 P.M (IST) at the Hotel Benz Park, No.62, Thirumalai Pillai Road, T.Nagar, Chennai, 600017, Tamilnadu, India, submit my report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the 34<sup>th</sup> Annual General meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinized Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.



3. In accordance with the Notice of the 34<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 15<sup>th</sup> July, 2016, the remote e-voting opened at 9:00 AM on July 26, 2016 and remained open up to 5:00 PM on July 28, 2016.
4. The Shareholders holding shares as on July 22, 2016, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 34<sup>th</sup> Annual General Meeting of the Company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through CDSL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. I did not find any incomplete / defective / invalid poll papers. The votes cast by use of ballots at the meeting were first counted
7. The votes on remote e-voting were unblocked at around 5:10 PM, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of shareholders who have voted for and against were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>) and the same handed over to Mr.R.Manoranjan, Company Secretary of the Company who was authorized by the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



**ORDINARY BUSINESS:**

**Resolution-1: Ordinary Resolution**

**Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2016**

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3109171	99.98
Voting by ballot	25	564	0.02
<b>Total</b>	<b>38</b>	<b>3109735</b>	<b>100.00</b>

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(ii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution-2: Ordinary Resolution**

**Declaration of Dividend**

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3109171	99.98
Voting by ballot	25	564	0.02
<b>Total</b>	<b>38</b>	<b>3109735</b>	<b>100.00</b>

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-



Voting by ballot	-	-	-
Total	-	-	-

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

### Resolution-3: Ordinary Resolution

**Appointment of M/s.Brahmayya & Co., Chartered Accountants as Auditors of the Company and fixing their remuneration**

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3109171	99.98
Voting by ballot	25	564	0.02
<b>Total</b>	<b>38</b>	<b>3109735</b>	<b>100.00</b>

(ii) **Voted against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



**SPECIAL BUSINESS:**

**Resolution-4: Ordinary Resolution**

**Appointment of Mr.Chiaki Kidani (DIN:07427620) as Director**

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3109171	99.98
Voting by ballot	25	564	0.02
<b>Total</b>	<b>38</b>	<b>3109735</b>	<b>100.00</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution-5: Ordinary Resolution**

**Appointment of Mr.R.Senthil Kumar (DIN: 02170079) as Managing Director**

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3109171	99.98
Voting by ballot	25	564	0.02
<b>Total</b>	<b>38</b>	<b>3109735</b>	<b>100.00</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution-6: Ordinary Resolution**

**Approval of remuneration payable to Mr.R.Senthil Kumar (DIN: 02170079), Managing Director of the Company**

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	13	3109171	99.98
Voting by ballot	25	564	0.02
<b>Total</b>	<b>38</b>	<b>3109735</b>	<b>100.00</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution-7: Ordinary Resolution**

**Approval of existing Material Related Party Transactions for the year 2015-16**

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	72351	99.23
Voting by ballot	25	564	0.77
<b>Total</b>	<b>37</b>	<b>72915</b>	<b>100.00</b>



(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	-	-	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

#### **Resolution-8: Ordinary Resolution**

**Approval of prospective Material Related Party Transactions for the year 2016-17 and each subsequent financial year**

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	72351	99.23
Voting by ballot	25	564	0.77
<b>Total</b>	37	72915	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	-	-	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



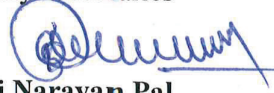


9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 34<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking You,

Yours Faithfully,  
**For Rabi Narayan & Associates**  
Company Secretaries



  
**Rabi Narayan Pal**  
Partner  
FCS – 4993/ C.P.No.3480

Date: 29<sup>th</sup> July, 2016

Place: Chennai