

Panasonic Carbon India Co. Ltd.

CIN: L29142TN1982PLC009560

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

30th July, 2016

Kind Attn: Mr. Jeevan Naronha

Ref: Scrip Code: 508941/ ISIN: INE013E01017

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015: Proceedings of the 34th AGM held on 29th July, 2016

Dear Sir,

Further to our letter dated 7th July, 2016 please find enclosed the Annual General Meeting
Proceedings of the 34th AGM of the Company held on 29th July, 2016 at the Hotel Benz
Park, No. 62, Thirumalai Pillai Road, T. Nagar, Chennai-600017

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Panasonic Carbon India Co. Limited,



R. Manoranjan
Company Secretary



Panasonic Carbon India Co. Ltd.

PROCEEDINGS OF THE 34th ANNUAL GENERAL MEETING OF THE PANASONIC CARBON INDIA CO. LTD HELD ON FRIDAY, THE 29th JULY, 2016 AT HOTEL BENZZ PARK, NO.62, THIRUMALAI PILLAI ROAD, T.NAGAR, CHENNAI -600 017

Sitting on the Dais :

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. Chiaki Kidani- Non-Executive Promoter Director
Mr. R. Manoranjan-Company Secretary

Chairman:

Mr. V.R Gupte, Chairman of the Company took the Chair and welcomed the members to the 34th Annual General Meeting of the Company.

Members Attendance and Quorum:

The Chairman announced that M/s. Panasonic Corporation holding 30,36,820 equity shares represented by Mr. R. Senthil Kumar and 94 persons representing shareholders holding 2,556 Shares and 6 persons as Proxies representing Shareholders holding 2,37,842 Shares

The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary that the requirement of the quorum as per the Articles of Association of the Company and the Companies Act, 2013, was fulfilled.

Introduction:

At the outset, the Chairman briefly introduced himself and members of the Board on the dais, The Chairman announced that the Statutory Registers, Proxy Register, Auditor's Report, Secretarial Audit Report and inspection documents were available for inspection during the Annual General Meeting.

The Chairman acknowledged attendance of Statutory Auditors, M/s. Brahmayya & Co., Chartered Accountants; the Secretarial Auditors, V. Nagarajan & Co., Company Secretaries and the Scrutinizer, M/s. Rabi Narayan & Associates, Company Secretaries and then he gave an overview of the financial performances of the Company for the



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financial year ended 31st March, 2016, for the quarter ended 30th June, 2016 and its future outlook.

Chairman's Speech:

The Chairman delivered his speech, highlights of which are recorded hereafter.

Business Items:

The Chairman then took up the formal proceedings of the Meeting. With the concurrence of the Members the Notice of the 34th AGM together with the financial statements and Board's Report were taken as read.

The Chairman informed that the Auditors' Report on the Financial Statement of the Company for the year ended 31st March, 2016; and the Secretarial Audit Report for the year 2015-16, did not have qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. With the concurrence of the members the secretary read the Auditor's Report.

He stated that in compliance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Section 108 of the Companies Act, 2013 read with rules made thereunder, the Company had provided to its Member, remote e-voting facility to exercise their right to vote at the 34th 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 26th July, 2016 (9:00 am) to 28th July, 2016 (5:00 pm).

He drew attention of the Members that at the end of the discussions on the resolutions basis which voting is to be held, members and proxies, who are present at the meeting but have not cast their votes by availing the remote e-voting facility can exercise their vote by use of ballot paper which were distributed to the members and proxies present at the meeting. He further stated that after discussion on the agenda items as set out in the Notice of the 34th AGM, the Scrutinizer would conduct the Ballot Paper Voting process and consequently normal practice of voting of show of hands was not applicable

The Chairman proceeded with the agenda as per the Notice of the AGM which had following Ordinary Business and Special Business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2016.
2. Declaration of Dividend at Rs. 10/- per share (i.e. 100%) for the financial Year 2015-16;
3. Appointment of M/s. Brahmayya & Co., Chartered Accountants as Statutory Auditors of the Company and fixation of their remuneration

SPECIAL BUSINESS:

4. Appointment of Mr. Chiaki Kidani (DIN:07427620) as a Non-executive Director
5. Appointment of Mr.R.Senthil Kumar (DIN:02170079) as Managing Director



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6. Approval of remuneration payable to Mr.R.Senthil Kumar (DIN:02170079), Managing Director of the Company
7. Approval of existing Material Related Party Transactions for the year 2015-16
8. Approval of prospective Material Related Party Transactions for the year 2016-17 and each subsequent financial year

Thereafter he invited the members who would like to ask questions or to make there comments, give suggestions and seek clarifications, if any on the agenda items as set out in the Notice of the 34th AGM.

Members' Comment and Management Response:

On an invitation, 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.

The Chairman thanked the members for their support to the Company and the Board of Directors. He stated that comments from the members were a tribute to the entire Management and employees.

The chairman announced that the Shareholders representing 100.00% 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

For Panasonic Carbon India Co. Limited



R. Manoranjan
Company Secretary

