## 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.

Tel: +91 44 28275216, 28275226, 28275015

Fax: +91 44 28263010

www.panasoniccarbon.co.in

July 12, 2017

To BSE Limited, Registered Office: Floor 25, PJ Towers, Dalal Street, Mumbai-400001

Dear Sir,

Ref: BSE Scrip code: 508941

Sub: Notice of 35th Annual General Meeting

As required under Regulation 30 read with Schedule III (Part A) (12) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. Please find enclosed 35<sup>th</sup> Annual General Meeting (AGM) notice together with the explanatory statement.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015and Section 136 of the Companies Act 2013, Company dispatched the Notice together with the Annual Report for the Financial year ended 31<sup>st</sup> March 2017 to the Members of the Company on July 8,2017 through registered post.

Pursuant to Regulation34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company shall submit the Annual Report to the Stock Exchanges within twenty one working days of it being approved and adopted in the 35<sup>th</sup> Annual General Meeting as per the provisions of the Companies Act 2013.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

For Panasonic Carbon India Co. Ltd

P.Maheswari

**Company Secretary** 

P. Mohopwai

Encl:a/a

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

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**NOTICE** IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF PANASONIC CARBON INDIA CO. LIMITED (Corporate Identification Number: L29142TN1982PLC009560) will be held on Tuesday, the 8th August ,2017 at 3.00 p.m. at Hotel Benzz Park, No.62, Thirumalai Pillai Road, T. Nagar, Chennai – 600 017 to transact with or without modifications, as may be permissible, the following business:

### **ORDINARY BUSINESS**

- To receive, consider and adopt the 35<sup>th</sup> Annual Report of the Board of Directors and Audited Statements of Account for the Financial Year ended 31<sup>st</sup> March, 2017 together with the Auditors' Report thereon.
- 2. To Declare a Dividend.
- 3. To appoint M/s. BSR & Co., LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company in place of M/s.Brahmayya & Co., Chartered Accountants, the retiring Statutory Auditors.

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

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013("Act"), read with the Companies (Audit & Auditors) Rules. 2014 and Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") including any statutory enactment or modification thereof for the time being in force and pursuant to the recommendations of the Audit committee and the Board of Directors of the Company ("Board"), M/s. BSR & Co., LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022, allotted by The Institute of Chartered Accountants of India (ICAI), who have confirmed their willingness to be appointed as Auditors of the Company and also certified that if the appointment is made, it shall be in accordance with the conditions prescribed under Rule 4 of the Companies (Audit & Auditors) Rules, 2014, as well as satisfy the criteria provided in Section 141 of the Companies Act, 2013 be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Brahmayya and Co., Chartered Accountants, Auditors who have completed two terms of five consecutive years, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 40th Annual General Meeting of the Company (subject to ratification of their appointment by the Members of every intervening Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be recommended by the Audit committee in consultation with the Auditors.

"RESOLVED FURTHER THAT the Board of Directors of the Company and /or the Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary to give effect to this resolution."

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

#### **SPECIAL BUSINESS:**

4. 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, 161 and any other applicable provisions of the Companies Act 2013 and rules made thereunder (including any statutory modification and re-enactment thereof for the time being in force) Mr. Kazuo Tadanobu (DIN :07818992) who was appointed as an Additional Director of the Company by the Board of Directors at their Meeting held on 10<sup>th</sup> May 2017 and as per the Articles of Association of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation".

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

"RESOLVED THAT in accordance with the provisions of section 196,197,203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 approval 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 with effect from 1st April, 2017 on the Terms and Conditions as specified in the earlier resolutions passed at the time of his appointment as modified by the present resolution and as approved by the Board of Directors with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the 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"

"RESOLVED FURTHER THAT Mr. R. Senthil Kumar be and is hereby entitled to compensation for loss of office or for early termination in accordance with the provisions of Section 191 of the Companies Act, 2013"

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised 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, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT in partial modification of the resolutions passed by the Members of the Company at the Annual General Meeting held on 29<sup>th</sup> July, 2016 and in accordance with the provisions of section 196,197,203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 consent of the Company be and is hereby accorded to the revised Remuneration w.e.f. 1<sup>st</sup> April, 2017 to Mr. R. Senthil Kumar, Managing Director of the Company on the terms as set out hereunder, with further liberty to the Board of Directors to revise his remuneration from time to time as they deem fit within the limits of Schedule V to the Companies Act, 2013.

- (A) Salary: Rs.4,20,000/- (Rupees Four Lakhs Twenty Thousand Only) per month.
- (B) Perquisites:
- (i) House Rent Allowance: Rs.72,500/-(Rupees Seventy Two thousand five hundred only) per month
- (ii) Leave Travel Concession, Medical expenses for self and family including surgical and Hospitalisation expenses, Furniture, Furnishings and maintenance cost against actual Bills not to exceed Rs.3,00,000/- per annum.
- (iii) Use of Company's Car and Telephone at residence.

Mr. R. Senthil Kumar, Managing Director shall also be eligible for the following Perquisites, which shall not be included in computation of the ceiling on perquisites specified herein above.

- a. Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of Service.
- c. One month's leave on full pay and allowances for every eleven months of service. Encashment of leave, Medical Insurance and Personal Accident Insurance as per the Rules of the Company.
- d. Reimbursement of entertainment, hotel and other expenses actually and properly incurred for the legitimate business purpose of the Company.

The other terms and conditions to his appointment and remuneration as approved by shareholders at Annual General Meeting on 18<sup>th</sup> June,2008 remain unchanged.

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

"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 II of part II of Schedule V to the Companies Act, 2013.

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

R. SENTHIL KUMAR

MANAGING DIRECTOR

Place: Chennai

Date: 10<sup>th</sup> May 2017

CIN: L29142TN1982PLC009560

Regd office: "Pottipati Plaza", Third floor,

No.77, Nungambakkam High Road

Chennai - 600 034

Website: www.panasoniccarbon.co.in

### **IMPORTANT NOTES:**

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- 1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the item of the Special Business as set out above is annexed hereto.
- 2. A Member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 3. The Register of Members and Share Transfer Books of the Company will remain closed from 2<sup>nd</sup> August 2017 to 8<sup>th</sup> August 2017 (both days inclusive).
- 4. The Dividend upon its declaration at the Meeting will be paid to those Members, whose names appear in the Register of Members as on 1<sup>st</sup> August, 2017.
- 5. 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.
- 6. 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:
  - i. 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.
  - *ii.* 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.
- 7. Pursuant to Section 124 of the Companies Act, 2013 an amount of Rs. 4,85,464/- remaining unclaimed out of the dividend for the Financial Year 2008-09 were transferred to the Investor Education and Protection Fund (IEPF) Account constituted by the Central Government on 23rd September, 2016.

The unclaimed dividend, if any, for the Financial Year 2009-10 will become transferable to the "Investor Education and Protection Fund Account" on or before 28<sup>th</sup> August 2017. Therefore, Members are requested to send their claims, if any, for the relevant years from the Financial Year 2009-10 onwards before the respective amounts become due for transfer to the fund.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends from the financial years 2009-10 as on the date of the 34<sup>th</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> July, 2016, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.panasoniccarbon.co.in

8. 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.

- 9. The Shares of the Company have been activated for Dematerialisation 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).
- 10. 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 <a href="www.panasoniccarbon.co.in">www.panasoniccarbon.co.in</a> or may write to the Company Secretary at the Registered Office of the Company.
- 11. Electronic copy of the Notice of the 35<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 35<sup>th</sup> Annual General Meeting of the Company is being sent in the permitted mode.
- 12. 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.
- 13. Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company's website <a href="https://www.Panasoniccarbon.co.in">www.Panasoniccarbon.co.in</a> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Registrar and Share Transfer Agent's E-mail ID: investor@cameoindia.com.

### 14. E-Voting:

The Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 35<sup>th</sup> Annual General Meeting of the Company.

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 35<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s.Prowis Corporate Services Pvt Ltd, Practicing Company Secretaries, Chennai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 1<sup>st</sup> August, 2017 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 1<sup>st</sup> August, 2017 only.

The instructions for shareholders voting electronically are as under:

- i) The remote e-voting period begins on 5<sup>th</sup> August, 2017 at 10.00 a.m. (IST) and ends on 7<sup>th</sup> August, 2017 at 05.00 p. m (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 1<sup>st</sup> August, 2017 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m (IST) on 7<sup>th</sup> August, 2017.
- 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.
- iv) Click on "Shareholders" tab.
- v) Now, select the "Company Name" from the drop down menu and click on "Submit"
- vi) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- vii) Next enter the Image Verification as displayed and Click on Login.
- viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

ix) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for
	both demat shareholders as well as physical shareholders)
¥	* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number in the PAN Field.
	*In case the sequence no is less than 8 digits enter the applicable no of 0's before the
	number after the two characters of the name in CAPITAL letters. Eg. if your name is
	Ramesh Kumar with sequence no 1 then enter R00000001 in the PAN field (sequence no
	has been provided as Sl.No in the address lable).
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company
Details #	records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv). Dividend Bank Details means Bank account number which is recorded in the demat account.

- x) After entering these details appropriately, click on "SUBMIT" Tab.
- xi) Members holding Shares in physical form will then directly reach the Company selection screen. However, members 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.

- xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii) Click the EVSN for the relevant <Company Name> on which you choose to vote. In this case, it would be Panasonic Carbon India Co. Ltd.

xiv)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.

xv)Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xvi)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.

xvii)Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xviii)You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xix)If Demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system

xx)Shareholders can also cast their vote using CDSL 's mobile app M-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store, iphone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xxi)Note for Non-Individual Shareholders and Custodians:

- Non-Individual Shareholders/Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to: helpdesk.evoting@cdslindia.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 should be mailed to helpdesk.evoting@cdslindia.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.
- xxii) In case you have any queries or issues regarding e-voting, 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@cdslindia.com or call on 18002005533.

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

### Item No.4:

At the Board Meeting held on 10<sup>th</sup> May 2017, Mr. Kazuo Tadanobu was appointed as an Additional Director under the Articles of Association of the Company and pursuant to section 161of the Companies Act, 2013. Mr. Kazuo Tadanobu will hold office only up to the date of this Annual General Meeting and he offers himself for re-appointment. The Company has received a notice in

writing from a Member under Section 160 of the Companies Act, 2013 proposing him as a candidate for office of Director of the Company whose period of office shall be liable to retire by rotation.

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

Mr. Kazuo Tadanobu represents the Promoter Director on the Board. He shall not be paid any Sitting Fee for attending the Meetings of the Board or Committee thereof. He does not hold by himself or for any other person on a beneficial basis, any Shares in the Company.

None of the Directors and Key Managerial Personnel of the Company except Mr.Kazuo Tadanobu, being an appointee, is interested in this resolution. The Boards commends passing of the Resolution set out at item No.4 of the Notice convening the Meeting.

### Item No. 5:

At the Annual General Meeting of the Company held on 29<sup>th</sup> July 2016, Mr. R. Senthil Kumar was re-appointed as the Managing Director of the Company for a period of One year up to 31<sup>st</sup> March, 2017. Accordingly, the present term of his appointment has expired on 1<sup>st</sup> April 2017.

In view of the contributions made by Mr. R. Senthil Kumar and his extensive knowledge of Company's operations, sincere and dedicated work, rich experience and expertise in managing the affairs of the Company, the Collaborators, M/s. Panasonic Corporation, Japan, recommended Mr.R.Senthil Kumar as a competent person to accomplish the duty of Managing Director of the Company for further periods. The Board of Directors of the Company as recommended by the Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> January 2017 re-appointed Mr. R. Senthil Kumar as Managing Director of the Company, subject to approval of the Shareholders and subject to such other approvals as may be required, for a further period of one year unto 31<sup>st</sup> March 2018 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 the resolution is now placed before you for consideration and approval.

Mr. R. Senthil Kumar, Managing Director shall not be paid any sitting fees for attending the Meetings of the Board or any Committee thereof. Either party has option to terminate his appointment by giving a notice in writing to the other party at least three months in advance.

His qualification and experience are detailed under the heading Information about the Directors to be appointed/reappointed which forms part of the notice.

Mr. R. Senthil Kumar represents the foreign Collaborators on the Board.

None of the Directors and Key Managerial Personnel of the Company except Mr. R. Senthil Kumar, being an appointee, is interested in this resolution. The Board commends passing of this resolution as set out at item No. 5 of the Notice convening the Meeting

## Item No.6:

The Board of Directors at their meeting held on 31<sup>st</sup> January, 2017 re-appointed Mr. R. Senthil Kumar as Managing Director of the Company and approved the remuneration for a period of one year effective from 1st April, 2017.

Considering the 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 31<sup>st</sup> January, 2017 revised his remuneration with effect from 1<sup>st</sup> April 2017 subject to your approval.

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 of the Company except Mr.R.Senthil Kumar, being an appointee is interested in this resolution. The Board commends passing of this resolution as set out as item No.5 of the Notice convening the Meeting.

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

### Mr. KazuoTadanobu

Mr.Kazuo Tadanobu, aged 49 years is a Master of Chemistry. He joined the Company on 1<sup>st</sup> April, 1992, Matsushita Electronic Components Co Ltd. in Electronic Components Headquarters and up to March, 2017 work in various positions in different Divisions. Presently, effective 1<sup>st</sup> April, 2017, he is holding the position of Director, Energy Device Business Division, Automotive & Industrial Systems Company, Panasonic Corporation.

Mr.Kazuo Tadanobu is nominated by our Collaborators.

### MR. R. SENTHIL KUMAR:

Mr. R. Senthil Kumar, aged 59 years 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 has evinced lot of interest in Factory operations and Human Relations related to the Personal Department also apart from improving his Departmental work. During his past 34 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 has been elevated to the position of Managing Director of our Company by the Collaborators, Energy Company, M/s. Panasonic Corporation, Japan.

In December 2016, our Collaborators have recommended him as competent personnel 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, Risk Management 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

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For Panasonic Carbon India Co. Limited

R. SENTHIL KUMAR MANAGING DIRECTOR

Place: Chennai

Date: 10<sup>th</sup> May, 2017

CIN: L29142TN1982PLC009560

Regd.Office: "Pottipati Plaza", Third Floor,

No.77, Nungambakkam High Road, Chennai - 600 034

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