

Panasonic Carbon India Co. Ltd.

CIN: L29142TN1982PLC009560

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
www.panasoniccarbon.co.in

July 17, 2018

To
The Secretary,
BSE Ltd,
P. J Towers, Dalal Street,
Mumbai-400001

Dear Sir,

Ref: Scrip Code: 508941 ISIN: INE013E01017

Sub: Notice of 36th 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 the 36th Annual General Meeting Notice together with the explanatory statement.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 136 of the Companies Act 2013, Company dispatched the Annual Report for the Financial year ended 31st March 2018 through Registered post to the Members of the Company on July 14, 2018 in the following manner.

- Soft copies of full Annual report to all those Shareholders who have registered their email address for the purpose and
- Hard copies of full Annual report to those Shareholders who have not so registered their email address and who request for the same.


Pursuant to Regulation 34(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 36th Annual General Meeting and 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 Limited



P. Maheswari
Company Secretary

Panasonic Carbon India Co. Ltd.

CIN: L29142TN1982PLC009560

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
www.panasoniccarbon.co.in

NOTICE IS HEREBY GIVEN THAT THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF PANASONIC CARBON INDIA CO. LIMITED (Corporate Identification Number: L29142TN1982PLC009560) will be held on Wednesday, 8th August ,2018 at 3.00 p.m. at Hotel Quality INN Sabari Grand, No.29, Thirumalai Road, T. Nagar, Chennai – 600 017 to transact with or without modifications, as may be permissible, the following business:

ORDINARY BUSINESS:

- 1.To receive, consider and adopt the 36th Annual Report of the Board of Directors and Audited Statements of Account for the Financial Year ended 31st March, 2018 together with the Auditors' Report thereon.
- 2.To Declare a Dividend.
- 3.To appoint a Director in place of Mr. Kazuo Tadanobu (DIN: 07818992), who retires by rotation and being eligible offers himself for re-appointment.

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 149, 152 , 161 and any other applicable provisions of the Companies Act 2013 and rules made there under (including any statutory modification and re-enactment thereof for the time being in force) read with rule 3 of the Companies (Appointment and Qualification of Director) rules, 2014 and SEBI (LODR) Regulations, 2015 and Articles of Association of the Company, approval of the Company be and is hereby accorded to the re-appointment of Mrs. C. Jayashree (DIN :07055905) as an Independent Women Director of the Company to hold office for the term up to 31st March 2021 and not liable to retire by rotation.

“RESOLVED FURTHER THAT Managing Director and Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

- 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 there under (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, 2018 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 authorized 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 8th August, 2017 and in accordance with the provisions of section 196,197,203 and any other applicable provisions of the Companies Act, 2013 and rules made there under (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. 1st April, 2018 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 .

Salary: Rs.4, 60,000/- (Rupees Four Lakhs Sixty Thousand Only) per month.

Perquisites:

House Rent Allowance: Rs.80, 000/- (Rupees Eighty thousand only) per month

Leave Travel Concession, Medical expenses for self and family including surgical and Hospitalization expenses, Furniture, Furnishings and maintenance cost against actual Bills not to exceed Rs.3,20,000/- per annum.

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.

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.

Gratuity payable at a rate not exceeding half a month's salary for each completed year of Service.

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.

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 18th 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: 16th May 2018**

CIN: L29142TN1982PLC009560
Regd office: "Pottipati Plaza", Third floor,
No.77, Nungambakkam High Road
Chennai – 600 034
Website: www.panasoniccarbon.co.in

IMPORTANT NOTES:

1.Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the items 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 2nd August 2018 to 8th August 2018 (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 1st August, 2018.

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:-

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.

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. 5, 24,888/- remaining unclaimed out of the dividend for the Financial Year 2009-10 were transferred to the Investor Education and Protection Fund (IEPF) Account constituted by the Central Government on 23th August, 2017.

The unclaimed dividend, if any, for the Financial Year 2010-11 will become transferable to the "Investor Education and Protection Fund Account" on or before 25th August 2018. Therefore, Members are requested to send their claims, if any, for the relevant years from the Financial Year 2010-11 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 2010-11 as on the date of the 35th Annual General Meeting (AGM) held on 8th August, 2017, 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 Dematerialization 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 www.panasoniccarbon.co.in or may write to the Company Secretary at the Registered Office of the Company.

11. Electronic copy of the Notice of the 36th 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 Participant(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 36th 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 36th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company's website www.Panasoniccarbon.co.in 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 36th 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 36th 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 Mr.Rabi Narayan Paul, Practicing Company Secretary, Partner of M/s. Rabi Narayan & Associates, 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 1st August, 2018 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. 1st August, 2018 only.

The instructions for shareholders voting electronically are as under:

i)The remote e-voting period begins on 5th August, 2018 at 10.00 a.m. (IST) and ends on 7th August, 2018 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. 1st August, 2018 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m (IST) on 7th August, 2018.

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 label).
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 Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company 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:

As per the Companies Act 2013 pursuant to section 152,161 and any other applicable provisions of the Companies Act, 2013 read with rule 3 of Company (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015, a Women director is mandatory for every Listed Company. Hence, Board of Directors of the Company approved the re-appointment of Mrs. C. Jayashree as a Women (Additional) Director at the Board of Directors Meeting held on 16th May, 2018 subject to the approval of Shareholders of the Company.

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

Mrs. C. Jayashree represents an Independent Women Director on the Board. She shall be paid Sitting Fee for attending the Meetings of the Board. She does not hold by herself 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 is interested in this resolution.

The Board commends passing of the Resolution set out at item No.4 of the Notice convening the Meeting.

Item No.5 and 6:

At the Annual General Meeting of the Company held on 8th August 2017, Mr. R. Senthil Kumar was re-appointed as Managing Director of the Company for a period of one year up to 31st March 2018. Accordingly the present term of his appointment has expired on 1st April 2018.

The Board of Directors at their meeting held on 31st January, 2018 re-appointed Mr. R. Senthil Kumar as Managing Director of the Company, as recommended by the Collaborators, M/s. Panasonic Corporation, Japan and the Nomination and Remuneration committee of the Company, subject to approval of the Shareholders and other approvals as may be required, for a further period of one year up to 31st March 2019 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 this resolution is now placed before you for your consideration and approval under item no.5

Considering his 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 31st January, 2018 also revised his remuneration with effect from 1st April 2018 subject to your approval.

The revised remuneration as disclosed in Resolution No.6 is now placed before you for consideration and 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 and 6 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 ensuing Annual General Meeting are as follows:

MR. R. SENTHIL KUMAR:

Mr. R. Senthil Kumar 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 apart from improving his Departmental work. During his past 35 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, M/s. Panasonic Corporation, Japan since 2008.

In December 2017, Our Collaborators have recommended him as competent personnel to continue 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.

MRS. C. JAYASHREE:

Mrs. C. Jayashree is an Associate Member of the Institute of Company Secretaries of India, New Delhi and a Law and Commerce Graduate. She started her Company Secretary career in the year 1990 and played several key roles in diversified areas. She has over 25 years of vast corporate experience not only in Secretarial and Legal field but also in Finance and Accounts functions.

She is a Practicing Company Secretary and she was an Independent Women Director in your Company from 1st April 2015 to 31st March 2018. As per Companies Act 2013 and SEBI (LODR) Regulations, 2015, an Independent Women Director is mandatory for all Listed Companies. Hence, she was again re-appointed by the Board of Directors at their meeting held on 16th May 2018, subject to approval of the Shareholders, as an Independent Women Director for the term up to 31st March 2021 and not liable to retire by rotation.

She does not hold any Shares in your Company and also does not hold any Directorship/Membership in any of the Companies/Committees.

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


R. SENTHIL KUMAR
MANAGING DIRECTOR



Place: Chennai

Date : 16th May, 2018

CIN: L29142TN1982PLC009560

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

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

Phone: 044-28275216/26, Fax: 044-28263010

Website: www.panasoniccarbon.co.in