

# 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  
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www.panasoniccarbon.co.in

To

10<sup>th</sup> August 2018

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

Ref: Scrip Code: 508941/ ISIN: INE013E01017

Sub: Voting results of the 36<sup>th</sup> Annual General Meeting held on 8<sup>th</sup> August, 2018

Dear Sir,

As required under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find below the details of the voting results of the Annual General Meeting (AGM) of the Shareholders of the Company held on Wednesday, August 8, 2018 at 3.00 p.m. at Hotel Sabari Quality Inn, No. 29, Thirumalai Road, T. Nagar, Chennai-600017 and concluded at 4.30 p.m.

The business items of the AGM were conducted through remote e-voting pursuant to Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. Those who did not cast their votes through remote e-voting were given opportunity to vote at the AGM by way of poll, which was conducted by Mr. Rabi Narayan Pal, Practising Company Secretary, the Scrutinizer. We enclose the followings:

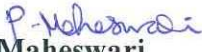
1. The details of Voting results of remote e-voting and poll are attached in the prescribed format- Annexure I
2. Consolidated Report of the Scrutinizer for e-voting & Poll – AGM resolutions -Annexure 2.

This is an intimation under Regulation 44 and other applicable regulations of SEBI (LODR) Regulations, 2015.

Kindly take the same on records and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Panasonic Carbon India Co. Limited

  
P. Maheswari  
Company Secretary

**ANNEXURE 1**

Details of Results of E-Voting and Poll pursuant to Regulation 44 (3) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of the AGM	8 <sup>th</sup> August, 2018
Total No of Shareholders as on Record date (01/08/2018)	11,308
No of Shareholders Present in the Meeting either in person or through Proxy	61
Proxy	04
Public	57
No of Shareholders attended the Meeting through Video conferencing Promoters and Promoters Group Public	Nil



**NAME OF THE COMPANY: IMC-PANASONIC CARBON INDIA CO LTD**

1. Ordinary Resolution: 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.

Resolution Required:(Ordinary/Special)		Ordinary Resolution									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	3038820	3036820	99.93	3036820	0	100	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	3038820	3036820	99.93	3036820	0	100	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	422	0.02	410	12	97.16	2.84			
	POLL		1330	0	1330	0	100	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	1761180	1752	0.1	1740	12	99.32	0.68			
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3038572</b>	<b>63.3</b>	<b>3038560</b>	<b>12</b>	<b>100</b>	<b>0</b>			

2. Ordinary Resolution: Declaration of Dividend on Equity Shareholders of the Company

Resolution Required:(Ordinary/Special)		Ordinary Resolution									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	3038820	3036820	99.93	3036820	0	100	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	3038820	3036820	99.93	3036820	0	100	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	422	0.02	410	12	97.16	2.84			
	POLL		1330	0	1330	0	100	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	VENUE-VOTING		0	0	0	0	0	0			
	SUB TOTAL	1761180	1752	0.1	1740	12	99.32	0.68			
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3038572</b>	<b>63.3</b>	<b>3038560</b>	<b>12</b>	<b>100</b>	<b>0</b>			



**NAME OF THE COMPANY: IMC-PANASONIC CARBON INDIA CO.LTD**

3. Ordinary Resolution: Appointment of Mr. Kazuo Tadamobu, Director who retires by rotation and being eligible offers himself for re-appointment

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
	POLL	3036820	3036820	99.93	3036820	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB-TOTAL	3036820	3036820	99.93	3036820	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	422	0.02	410	12	97.16	2.84
	POLL		1330	0	1330	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB-TOTAL	1761180	1752	0.1	1740	12	99.32	0.68
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3036572</b>	<b>63.3</b>	<b>3036560</b>	<b>12</b>	<b>100</b>	<b>0</b>

4. Special Resolution: Appointment of Mrs. C. Jayashree as an Independent Women Director of the Company

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
	POLL	3036820	3036820	99.93	3036820	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB-TOTAL	3036820	3036820	99.93	3036820	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	422	0.02	407	15	96.45	3.55
	POLL		1330	0	1330	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB-TOTAL	1761180	1752	0.1	1737	15	99.14	0.86
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3036572</b>	<b>63.3</b>	<b>3036557</b>	<b>15</b>	<b>100</b>	<b>0</b>



**NAME OF THE COMPANY: IMC-PANASONIC CARBON INDIA CO LTD**

5. Ordinary Resolution: Appointment of Mr. R. Senthil Kumar as Managing Director of the Company

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER~GROUP	E-VOTING	(1)	(2)	$(3)=(2/1)*100$	(4)	(5)	$(6)=(4/2)*100$	$(7)=(5/2)*100$
	POLL	3038820	3036820	99.93	3036820	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>3038820</b>	<b>3036820</b>	<b>99.93</b>	<b>3036820</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	422	0.02	410	12	97.16	2.84
	POLL		1330	0	1330	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>1761180</b>	<b>1752</b>	<b>0.1</b>	<b>1740</b>	<b>12</b>	<b>99.32</b>
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3038572</b>	<b>63.3</b>	<b>3038550</b>	<b>12</b>	<b>100</b>	<b>0</b>

6. Ordinary Resolution: Approval of remuneration payable to Mr. R. Senthil Kumar, Managing Director of the Company

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER~GROUP	E-VOTING	(1)	(2)	$(3)=(2/1)*100$	(4)	(5)	$(6)=(4/2)*100$	$(7)=(5/2)*100$
	POLL	3038820	3036820	99.93	3036820	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>3038820</b>	<b>3036820</b>	<b>99.93</b>	<b>3036820</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	1761180	422	0.02	407	15	96.45	3.55
	POLL		1330	0	1330	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>1761180</b>	<b>1752</b>	<b>0.1</b>	<b>1737</b>	<b>15</b>	<b>99.14</b>
<b>GRAND TOTAL</b>		<b>4800000</b>	<b>3038572</b>	<b>63.3</b>	<b>3038557</b>	<b>15</b>	<b>100</b>	<b>0</b>





**Rabi Narayan & Associates**  
Company Secretaries

FORM NO. MGT.13

Report of Scrutinizer(s)

**CONSOLIDATED SCRUTINIZER'S REPORT**  
**[E-VOTING & VOTING BY POLLING PAPER]**

[Pursuant to rule section 108, 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of Panasonic Carbon India Co. Limited held on Wednesday 08<sup>th</sup> August, 2018 at 03.00 p.m. at Hotel Quality Inn Sabari Grand, No.29, Thirumalai Road, T.Nagar, Chennai, 600017, Tamilnadu, India.

Dear Sir,

I, Rabi Narayan Pal, Partner of Rabi Narayan & Associates, Practicing Company Secretaries, having our office at "APARAJITA", No.12(Old No.122), Second Floor, First Sector, Sixth Street, K.K.Nagar, [Near Saravana Bhavan Hotel], Chennai, 600078, Tamilnadu, India has been appointed as Scrutinizer by the Board of Directors of Panasonic Carbon India Co. Limited for the purpose of:

1. Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of The Companies (Management & Administration) Rules, 2014 as amended (Rules) and
2. Poll through Ballot / Polling Papers under the provisions of Section 109 of The Companies Act, 2013 Act read with Rule 21 of The Companies (Management & Administration) Rules, 2014 as amended (Rules), on the Resolutions contained in the Notice to the 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Wednesday 08<sup>th</sup> August, 2018 at 03.00 p.m. at Hotel Quality Inn Sabari Grand, No.29, Thirumalai Road, T.Nagar, Chennai, 600017, Tamilnadu, India.

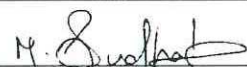
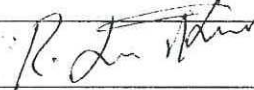
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed relating to e-voting through electronic means (i.e. by remote e-voting and voting by Polling Papers at the AGM) for the resolutions contained in the Notice to the 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of Panasonic Carbon India Co. Limited. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "News Today" of wide circulation on 17<sup>th</sup> July, 2018 and a vernacular newspaper "Malai Sudar" on the same date and subsequently published corrigendum notice in an English newspaper "News Today" of wide circulation on 24<sup>th</sup> July, 2018 and a vernacular newspaper "Malai Sudar" on 25<sup>th</sup> July 2018 for the purpose of rectification of typological error made in the notice of AGM dated 16/05/2018 which were dispatched along with Annual Report on 14/07/2018

The Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolution passed at their Board and Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.

Our responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizer's report for the votes cast "in favour" or "against" the resolutions stated above based on the reports generated from the e-voting system provided by CDSL and Polling Papers in the 36<sup>th</sup> Annual General Meeting in a fair and transparent manner.

We submit our report as under:

1. The E-Voting period remained open from 05<sup>th</sup> August, 2018 at 10:00 A.M. and ended on 07<sup>th</sup> August, 2018 at 05:00 P.M.
2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date, i.e. 01<sup>st</sup> August 2018 were entitled to vote electronically on the proposed 6 (Six) resolutions as mentioned in the Notice of the 36<sup>th</sup> Annual General Meeting of "Panasonic Carbon India Co. Limited " ( Item Number 1 to 6 of the Notice of the 36<sup>th</sup> AGM of Panasonic Carbon India Co. Limited)
3. Polling through Ballot / Polling Papers was conducted in the 36th Annual General Meeting and the same was recorded by me. After the time fixed for closing of the poll by the Chairman, One (01) ballot box kept for polling were locked in my/our presence with due identification marks placed by me/us.
4. The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized and signed. They have signed below in confirmation of the box being opened in their presence. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

Signature		Signature	
Name:	M.Sudhakar	Name:	R.Dinesh Kumar
Father's Name	M.Samuel	Father's Name	T.Rajendran
Address:	Plot No.300, S-4, Second Floor, Nethaji Street, Gnanamoorthy Nagar, Ambattur, Chennai, 600053, Tamilnadu, India	Address:	No.24/25, Kaveri Street, Saligramam, Chennai, 600093, Tamilnadu, India
Occupation:	Service	Occupation:	Service

5. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid
6. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
7. Thereafter results for the both (i.e. remote e-voting and ballot / polling papers at 36<sup>th</sup> Annual General Meeting) were consolidated.
8. The consolidated result of the voting is as under:

#### **Resolution 1: Ordinary Resolution**

To receive, consider and adopt the 36<sup>th</sup> Annual Report of the Board of Directors and Audited Financial Statements of Account for the Financial Year ended 31<sup>st</sup> March 2018 together with the Auditors; Report thereon



Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	10	3037242	3037230	12	-	3037242	99.96	0.00
By Poll	25	1330	1330	-	-	1330	0.04	0.00
<b>Total</b>	<b>35</b>	<b>3038572</b>	<b>3038560</b>	<b>12</b>		<b>3038572</b>	<b>100.00</b>	<b>0.00</b>

#### Resolution 2: Ordinary Resolution

To Declare a Dividend

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	10	3037242	3037230	12	-	3037242	99.96	0.00
By Poll	25	1330	1330	-	-	1330	0.04	0.00
<b>Total</b>	<b>35</b>	<b>3038572</b>	<b>3038560</b>	<b>12</b>		<b>3038572</b>	<b>100.00</b>	<b>0.00</b>


#### Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr.Kazuo Tadanoby (DIN:07818992), who retires by rotation and being eligible offers himself for Re-appointment

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	10	3037242	3037230	12	-	3037242	99.96	0.00
By Poll	25	1330	1330	-	-	1330	0.04	0.00
<b>Total</b>	<b>35</b>	<b>3038572</b>	<b>3038560</b>	<b>12</b>		<b>3038572</b>	<b>100.00</b>	<b>0.00</b>

#### Resolution 4: Special Resolution

To re-appoint Mrs.C.Jayashree (DIN:07055905) as an Independent Women Director of the Company to hold office for the term upto 31<sup>st</sup> March 2021 and not liable to retire by rotation

  
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Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	10	3037242	3037227	15	-	3037242	99.96	0.00
By Poll	25	1330	1330	-	-	1330	0.04	0.00
<b>Total</b>	<b>35</b>	<b>3038572</b>	<b>3038557</b>	<b>15</b>		<b>3038572</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 5: Ordinary Resolution**

To re-appoint Mr.R.Senthil Kumar (DIN:02170079) as Managing Director of the Company for a further period of One (01) year with effect from 01<sup>st</sup> April 2018


Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	10	3037242	3037230	12	-	3037242	99.96	0.00
By Poll	25	1330	1330	-	-	1330	0.04	0.00
<b>Total</b>	<b>45</b>	<b>3038572</b>	<b>3038560</b>	<b>12</b>		<b>3038572</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 6: Ordinary Resolution**

Approval of remuneration payable to Mr.R.Senthil Kumar, Managing Director of the Company

Method of voting	No. of Members	Number of Shares	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
							For	Against
Remote E-Voting	10	3037242	3037227	15	-	3037242	99.96	0.00
By Poll	25	1330	1330	-	-	1330	0.04	0.00
<b>Total</b>	<b>35</b>	<b>3038572</b>	<b>3038557</b>	<b>15</b>		<b>3038572</b>	<b>100.00</b>	<b>0.00</b>

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in Sl No.1 to 6 I, hereby report that the above resolutions were passed with requisite majority

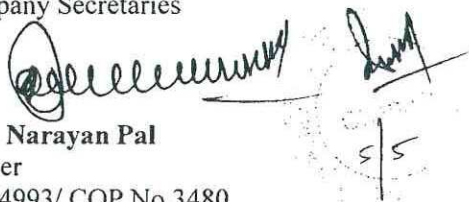
  
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9. The Register, all other papers and relevant records relating to electronic voting and polling paper shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You,

Yours faithfully

**For Rabi Narayan & Associates**  
Company Secretaries

  
**Rabi Narayan Pal**  
Partner  
FCS:4993/ COP.No.3480

PLACE : CHENNAI

DATE : 09/08/2018