

Panasonic Carbon India Co. Ltd.

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
CIN: L29142TN1982PLC009560
www.panasoniccarbon.in

ORDINARY BUSINESS:

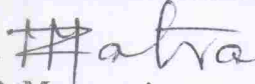
1. Adoption of Annual Accounts for the year ended 31st March, 2014;
2. Declaration of Dividend at ₹ 7/- per share (i.e. 70%) for the Financial Year 1st April, 2013 to 31st March, 2014;
3. Appointment of Mr. K. K. Jiwarajka as Director of the Company liable to retire by rotation;
4. Appointment of M/s. Brahmayya & Co., Chartered Accountants as Statutory Auditors of the Company and fixation of their remuneration

SPECIAL BUSINESS:

5. Appointment of Mr. Hideyuki Okunaga as a Non-executive Director
6. Appointment of Mr. Mitsutoshi Shigeta as a Non-executive Director
7. Appointment of Mr. V.R Gupte as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019
8. Appointment of Mr. A. Raghavendra Rao as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019
9. Appointment of Mr. K. Subramanian as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019
10. Resolved not to fill for the time being the vacancy caused by the retirement of Mr. Hitoshi Arata, Director, who retires by rotation at the Annual General Meeting and does not seek re-appointment.
11. Revision in Remuneration to Mr. R. Senthil Kumar, Managing Director of the Company effective 1st April, 2013 to 31st March, 2014

The e-voting results notified were informed to the Stock Exchange in the format as prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For Panasonic Carbon India Co. Limited


R. Manoranjan
Company Secretary



Partners:

P. Sankaran, M.Com., F.C.A., DISA (Cell : 94449 43175)

G. Gurumoorthy, MA BL, FCA, ACMA, (Cell : 99620 17745)

Kalyani Subramanian, B.Sc., FCA, ACS, 'Grad' CWA, (Cell : 94440 34376)

R.S. Sivaraman, M.Sc., M.Com., FCA, ACS, AIII, DISA, DIRM, PGDCA (Cell : 94451 11150)

Bhargavi Sankaran, B.Com., ACA (Cell : 98848 24647)

SCRUTINIZER'S REPORT

[Pursuant to rule Section 108 of the companies Act ,2013 and rule 20(xi) of the Companies(Management and Administration) Rules,2014]

28/07/2014

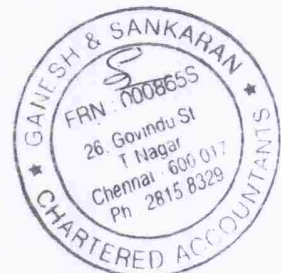
To
The Chairman
32nd Annual General Meeting of the Equity shareholders
of Panasonic Corbon India Co. Limited to be held on 31st July 2014 at 3 pm at
Hotel Dee Cee Manor (Opp to Vani Mahal)
90 G.N Chetty Road, T Nagar Chennai-600 017

Dear sir

I R.S.Sivaraman Partner of M/S Ganesh & Sankaran , Chartered Accountants having its registered office at No 26, Govindu Street, T Nagar, Chennai-600017, have been appointed as a scrutinizer of Panasonic Corbon India Co. Limited ("the company") for the purpose of scrutinizing the e voting process in a fair and transparent manner and ascertaining the requisite majority on e voting carried out as per the provisions of the Companies Act ,2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 on the below mentioned resolution(s) ,at the 32nd Annual General Meeting of the Equity shareholders of Panasonic corbon India Co. Limited, to be held on 31st July 2014 at 3 pm at Hotel Dee Cee Manor (Opp to vani Mahal) 90 G.N Chetty Road, T Nagar, Chennai-600 017.

We submit our report as under

1. The Management of the company is responsible to ensure the compliance with the requirements of the companies Act,2013 and Rules relating to e-voting resolutions contained in the Notice to the 32nd Annual General meeting(AGM) of the members of the company. Our responsibility as a scrutinizer for the e voting process is restricted to make a scrutinizer's report of the votes cast "in favour "or "against" the resolutions stated above ,based on the reports generated from the e voting services provided by Central Depository Services (India) Limited (CDSL)vide their website WWW.evotingindia.co.in
2. The e-voting period remained open from 24th July,2014 (9 am) to 26th July ,2014 (6 pm).
3. The share holders holding shares shares as on the date of "cutoff date" date ie 30/06/2014 were entitled to vote on the proposed resolutions (item no 1 to 11 as set out in the Notice of the 32nd AGM of Panasonic Corbon India Co. Limited





4. The votes were unblocked on 26th July 2014, around 6.02 Pm in the presence of two witnesses Ms.N.Jeeva (59,Main Road Street,Kaveripakkam village, Maradadu P.O ,Vandavasi Taluk,Tiruvannamalai Dist-604405 Tamil Nadu) and Mr R.Vijay Andrews (No A 40, 6th Avenue Banu Nagar,Pudur,Ambattur ,Chennai-600053) who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence

Name : N.JEEVA

Name : R.VIJAY ANDREWS

5. Thereafter ,the details containing ,inter-alia, list of shareholders .who voted "For" and "Against", were down loaded from Central Depository Services (India) Limited (CDSL) website WWW.evotingindia.co.in

6. The results of the e -voting is as under

a) Resolution 1-Adaption of Financial Statements for the year ended 31 st march 2014

i) Voted in favour of the resolution

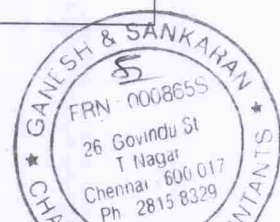
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii) Invalid Votes

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA



**b) Resolution 2-Declaration of Dividend**i)Voted **in favour** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

c) Resolution 3 –Reappointment of Mr.K.K.Jiwarjka, who retires by rotationi)Voted **in favour** of the resolution

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted **against** the resolution

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0%

iii)Invalid Votes

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA





d) Resolution 4-Appointment of M/S Brahmayya & Co ,Chartered Accountants as auditors of the company and fix their remuneration

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

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

e) Resolution 5-Appointment of Mr.Hideyuki Okunaga as a Director,retiring by rotation

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

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3516755	100 %

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %



Partners:

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Bhargavi Sankaran, B.Com., ACA (Cell : 98848 24647)

f) Resolution 6-Appointment of Mr.Mitsutoshi Shigeta as a Director,retiring by rotationi)Voted **in favour** of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

g) Resolution 7-Appointment of Mr.V.R.Gupta as an Independent Directori)Voted **in favour** of the resolution:

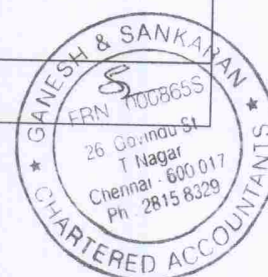
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA



**h) Resolution 8- Appointment of Mr.A.Raghavendra Rao as an Independent Director**

i)Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

i) Resolution 9- Appointment of Mr.K.Subramanian as an Independent Director

i)Voted in favour of the resolution:

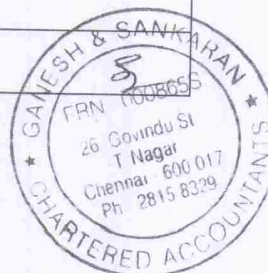
Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA





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- j) **Resolution 10-Resolved not to fill the vacancy for the time being caused by the retirement of Mr.Hitoshi Arata,Director who retires by rotation and does not seek re-appointment**

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

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA





Partners:

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**k) Resolution 11-Approval in terms remuneration payable to Mr Senthil Kumar,
Managing Director of the company****i)Voted in favour of the resolution:**

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
16	3517755	100 %

ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0 %

iii)Invalid Votes:

Total Number of Members whose votes declared were invalid	Total number of votes cast by them
NA	NA

7. The relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the said Annual General Meeting and the same are handed over to the company secretary for safekeeping

Thanking you

Yours faithfully

**For GANESH & SANKARAN
CHARTERED ACCOUNTANTS
Firm Regn. No. : 000865S**

R.S. Sivaraman

**R.S. SIVARAMAN, M. No. 217323
Partner**

Place: Chennai

Date :28/07/2014

