

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

29<sup>th</sup> June, 2022

**Ref: Scrip Code: 508941/ ISIN: INE013E01017**

**Sub: Proceedings of the 40<sup>th</sup> Annual General Meeting of M/s Panasonic Carbon India Co. Limited held on 29<sup>th</sup> June, 2022, Wednesday through Video Conference (VC).**

Dear Sir/Madam,

We wish to inform you that in terms of Circular No14/2020 dated 08/04/2020, Circular No.17/2020 dated 13/04/2020, Circular No. 20/2020 dated 05/05/2020, Circular N0.02/2021 dated 13/01/2021, Circular No.19/2021 dated 8<sup>th</sup> December 2021 and Circular No.21/2021 dated 14<sup>th</sup> December 2021 issued by the Ministry of Corporate Affairs. ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder and the SEBI (LODR) Regulations, 2015.(Listing Regulations), the 40<sup>th</sup> Annual General Meeting ("AGM") of the Company was held today i.e. Wednesday, 29<sup>th</sup> June, 2022 at 3.00p.m. (IST) through Video conferencing ("VC") Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue to transact the business as stated in the Notice dated 16<sup>th</sup> May, 2022 convening the AGM.

Pursuant to Regulation 30 read with Schedule III – Part A of the Listing Regulations. Please find enclosed the proceedings of 40<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 29<sup>th</sup> June, 2022 at 3.00 p.m. through Video Conferencing (VC).

We request you to kindly take the same on record.

Thanking you,

**For Panasonic Carbon India Co. Limited**

*P. Maheswari*

**P. Maheswari  
Company Secretary**



**Proceedings of the 40<sup>th</sup> Annual General Meeting of M/s. Panasonic Carbon India Co. Limited (PCIN) held on 29<sup>th</sup> June, 2022.**

The 40<sup>th</sup> Annual General Meeting (AGM) of the members at the Panasonic Carbon India Co. Limited (PCIN) (the Company) was held on Wednesday, 29<sup>th</sup> June 2022 at 3.00 p.m. through Video Conferencing (VC) without the physical presence of the Members at a common venue.

The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA") with regard to importance of social distancing, safety and convenience of shareholders in view of the continuing covid19 pandemic.

The Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 has dispensed with sending hard copy of Annual reports to shareholders for FY 2021-22.

The proceedings of the AGM were deemed to be conducted at the Registered office of the Company which was the deemed venue of the AGM.

The meeting commenced at 3.00 p.m. and concluded at 4.15 p.m. (including time allowed for e-voting at AGM)

Total 39 Members including corporate representative attended the AGM through VC.

**Directors present through Video Conference:**

Mr. R. Senthil Kumar	Managing Director
Mr. S. Kalyanamaran	Chairman & Independent Director
Mr. K. Paul Jayakar	Independent Director
Mrs. S. Rajashree	Independent Women Director

**KMP present through Video Conference:**

Mr. Vinayagam Sume CFO

Mrs. P. Maheswari CS

**Auditors present through Video Conference:**

Mr. Harsh Lakotia	Statutory Auditor
Mr S Neeraj (behalf of Mrs.Lalitha)	Secretarial Auditor

**Scrutinizer present through Video Conference:**

Mr. Praveen Kumar	Scrutinizer for E-voting
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Mr. S. Kalyanamaran, Independent Director being elected as Chairman in the Meeting took the Chair to proceed the Meeting.

The requisite quorum being present, the Chairman called the Meeting to order.

After welcoming the members, Mr. S. Kalyanamaran, Chairman, Independent Director of the Company chaired the Meeting. The Chairman introduced the Directors, Key Managerial Personnel, Statutory Auditors, Secretarial Auditor and scrutinizer for e-voting of the Company.

The Company Secretary briefed the Members on the advisory. The Notice convening the AGM, the Annual Accounts, Board's Report were taken as read. Since there were no qualifications, observations or comments in the Auditors report, the same were also taken as read.

She further Informed that the Registers and other applicable documents as per section 102 of the Companies Act, 2013 were available for Inspection of members electronically.

Thereafter, the Chairman gave the overview of the performance of the Company for the Financial year 2021-22, its business activities and outlook for the future.

Since the AGM was held pursuant to the MCA circulars through VC/OAVM, physical attendance of members was dispensed with. Accordingly, the facility for appointment of proxies by the members was not available for the AGM.

The Company secretary informed the members the regulatory aspects relating to participation at the AGM through VC.

The register of Directors and key managerial personnel and their shareholding, Register of contracts as required to be kept at the AGM were available electronically for inspection by the members.

The Members were informed that there is no qualification in the Auditor's report on the financial statements and the secretarial Audit Report for the financial year ended March 31, 2022. The notice dated of the AGM, Report of Board of Directors, the Auditor's report and secretarial Audit report were taken as read.

The Members were further informed that as required by the companies Act, 2013 and the Listing Regulations, the company has provided Remote E-Voting facility through



M/s Cameo services, to enable Members holding shares either in Physical form or in dematerialized form, as on cut-off date being Wednesday, June 22, 2022 to cast their Vote on all the resolutions to set out in the Notice of the AGM as per the timelines mentioned in the AGM notice. The Remote E-Voting period commenced on Sunday, June 26 2022 and ended on Tuesday, June 28 2022. The e-voting module was disabled by Cameo for Voting thereafter.

The members who attended the AGM through VC/OVAM facility but had not cast their votes through Remote e-Voting facility were provided an opportunity to cast their votes through Instant poll during the AGM.

The following items of business, as per the AGM notice dated 16 May, 2022 were transacted at the meeting.

1.	Adoption of the audited financial statements of the company for the financial year ended 31 <sup>st</sup> March 2022 together with reports of the Board of directors along with annexures and auditors report thereon.
2.	Declare Dividend on Equity shares for the financial year ended 31 <sup>st</sup> March 2022.
3.	Appointment of Director in place of Mr. Hideyuki Okunaga (DIN: 06792183), who retires by rotation and being eligible offers himself for reappointment.
4.	Re-appointment of Statutory Auditor M/s.BSR &Co.LLP, Chartered Accountants, (Firm Reg No:101248W/W-100022) for a second term of another five years
5.	Appointment of Mr. Akinori Isomura (DIN: 09382377) as a Non-Executive Director with effect from 31 December 2021- <b>Ordinary Resolution</b>
6.	Re-appointment of Mr. S Kalyanaraman (DIN: 08317984) as an Independent Non-Executive Director for another three years with effect from 1 April 2022- <b>Special Resolution</b>
7.	Re-appointment of Mr. R. Senthil Kumar (DIN:02170079) as Managing Director of the company and approval of his remuneration for another one year from 1 April 2022 - <b>Ordinary Resolution</b>
8.	Approve the Related party transactions Entered/To be Entered into by the Company for the period commencing from 1 <sup>st</sup> April, 2022 - <b>Ordinary Resolution</b>

Therefore, the Chairman delivered his speech.

In respect of all the four resolutions proposed under special business, the objectives and implications of these resolutions have been mentioned in the Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 attached to the Notice of this meeting.

P. Mohan



The Chairman thereafter opened the session for 'Questions & Answers' for the Members who had registered themselves as the speakers to ask questions or express their views.. Members were provided a facility to ask questions or express their views through the VC platform on the business transacted at the AGM. Two speakers asked questions / expressed their views. Mr. R Senthil Kumar, Managing Director replied to the queries of the speakers.

He further informed that Mr Praveen kumar appointed as the scrutinizes by the Board, to compile the results of remote e-voting as well as e-voting at the AGM and submit consolidated scrutinizer's report within the stipulated time. Scrutinizer's report along with e-voting result will be placed on the website of the Company within statutory time and will also be given to the Stock Exchange (BSE Ltd).

The chairman then ordered activation of Insta poll window for the members attending the AGM who had not cast their votes by Remote E-Voting. The chairman thanked all the members present at the AGM.

The Chairman authorized Managing Director to receive the scrutinizer's report on e voting within 48 hours of conclusion of the AGM. He informed the members that the scrutinizer's report will be communicated to BSE Limited and the same will be placed on the company website [www.panasoniccarbon.co.in](http://www.panasoniccarbon.co.in). ...

The AGM commenced at 03:00PM and concluded at 4.15 PM (including the time allowed for Insta poll 15 Minutes after the AGM).

Hence, The meeting concluded with a vote of thanks to the Chairman at 4.15 p.m..

Thanking you,

**For Panasonic Carbon India Co Limited.**

*P. Maheswari*

**P. Maheswari**

**Company Secretary**

