

# 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](http://www.panasoniccarbon.co.in)

## MRS. C. JAYASHREE (INDEPENDENT DIRECTOR):

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 career in the year 1990 as an Assistant Company Secretary and up to 2009 worked as Company Secretary in various Companies. In 2009, she joined as a partner in M/s. S. Ganesh & Associates, a Firm of Practicing Company Secretaries at Chennai. Presently, she is its Sole Proprietor.

She does not hold any directorship on the Board of any company.



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

# Panasonic Carbon India Co. Ltd.

PCIN/APT/IND/2015-16

23<sup>rd</sup> July, 2015

Mrs. C. Jayashree  
No.21, Parthasarathypuram,  
2<sup>nd</sup> Street, North Usman Road, T.Nagar,  
Chennai- 600017

Subject: Appointment as Non-Executive Independent Director under Companies Act, 2013 read with Listing Agreement with the Stock Exchanges.

Dear Madam,

We are pleased to inform you that the Shareholders of the Company at the 33<sup>rd</sup> Annual General Meeting held on 23<sup>rd</sup> July, 2015 have passed the resolution for your appointment as an Independent Director of the Company, pursuant to the Companies Act, 2013 read with Listing Agreement with the Stock Exchange.

As per the requirements of the Companies Act, 2013, the above is being formalised through this letter of appointment. Please note that this is a formal letter of appointment and is not contract of employment.

## **Duration of Appointment:**

The appointment is for 3 (three) consecutive years for a term up to 31<sup>st</sup> March, 2018, not liable to retire by rotation. This tenure is subject to meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

## **Role on the Board:**

You are expected to provide your expertise and experience inter alia, in the fields of strategic planning, management, sales and corporate Governance, corporate law including Board best practice, in functioning of the Board and Committees of the Board you may be nominated. In addition to the routine Board Meetings you should allow the time for the Committee meetings if required , preparatory work and ensure about the overall time commitment.

You may be nominated on one or more committees of the board and in such event you will be provided with the relevant committee's terms of reference and any specific responsibilities. You are currently not a member any committees of the board.

## **Duties and Liabilities:**

The duties and liabilities that come with your appointment would be as per the applicable laws, Code of Conduct for Directors and Articles of Association of the Company.



## **Panasonic Carbon India Co. Ltd.**

The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules made thereunder) and the Listing Agreement with the stock exchange, some of which are specifically outlined below:

You will follow the Code of Conduct for Independent Directors as per Schedule IV of the Companies Act, 2013 and PCIN Code of Conduct for Directors.

For your information, revised Clause 49 of the Listing Agreement dealing with Corporate Governance is applicable to the Company. You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013.

### **Performance Evaluation:**

Your performance evaluation shall be done by the Board of Directors annually without your participation. You will participate in reviewing the performance of Non-Independent Directors and the Board as a whole, performance of the Chairman and other independent Directors.

You will apply the highest standards of confidentiality and not to disclose any person or Company, any confidential information concerning the Company with which you come in to contact by virtue of your position as Director except as permitted by law or prior clearance with Managing Director **Remuneration/Commission:**

You will be entitled to remuneration by way of commission within overall limits approved by the Shareholders and applicable legal provisions. You will also be entitled sitting fee for attending the Meetings of the Board. The commission and fee payable shall be subject to applicable tax deduction at source. In addition to the above, you will be entitled to re-imbusement of out-of-pocket expenses for participation of the Board and other Meetings.

### **General:**

All the terms as mentioned above including your appointment, remuneration/commission, professional conduct, role and functions shall be governed by the Companies Act, 2013 and rules made thereunder and Corporate Governance requirement under Listing Agreement as amended from time to time.

We look forward to your association with us.

Yours sincerely,

Panasonic Carbon India Co. Ltd.

Sd/-

R. Senthil Kumar  
Managing Director