

Panasonic Energy India Co. Ltd.

G.I.D.C., Makarpura, P.B.No.: 719, Vadodara-390 010.Gujarat- India.

Phone: (0265) 2642661-62, 2638887, 2638888

Fax: (0265) 2638890, 2638892

ISO 9001: 2015 & ISO 14001: 2015 Certified Company

August 23, 2021

The Manager – Listing
The BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI – 400 001.

Scrip Code: 504093

Re: Notice convening the 49th Annual General Meeting of the Company.

Dear Sir / Madam,

We are enclosing herewith a copy of the notice convening the 49th Annual General Meeting of the Company which is scheduled to be held on September 22, 2021 through Video Conferencing / Other Audio Visual Means.

This is for your information and records.

Thank you.

Yours truly
For Panasonic Energy India Co. Ltd.,


Susheela Maheshwari
Company Secretary



ENCL: As above

NOTICE is hereby given that the **49th ANNUAL GENERAL MEETING** of the Members of Panasonic Energy India Co. Ltd. will be held on Wednesday, September 22, 2021 at 11:00 a.m. through Video Conferencing / Other Audio Visual Means for which purpose the Registered Office of the Company situated at GIDC, Makarpura, Vadodara, 390010 - Gujarat, shall be the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the year ended March 31, 2021.
3. To appoint a Director in place of Mr. Hideyuki Okunaga (DIN 06792183), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Ratification of Remuneration to Cost Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration of INR 1,40,000.00 (Rupees one lakh forty thousand only) plus applicable taxes, to M/s. Diwanji & Co., Cost and Management Accountants, Vadodara (Firm Registration No. 000339) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2021-22.”

5. Revision in remuneration payable to Mr. Tadasuke Hosoya, Chairman & Managing Director from October 01, 2020

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. Tadasuke Hosoya (DIN: 08232012), Chairman & Managing Director of the Company with effect from October 01, 2020 on the terms as to revised remuneration as set out in the addendum to the agreement made between the Company on the one part and Mr. Tadasuke Hosoya on the other part the details of which are given in the explanatory statement in respect of this item of the Notice.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

Registered Office
GIDC, Makarpura, Vadodara - 390 010
Gujarat, India
CIN : L31400GJ1972PLC002091
e-mail: company.secretary@in.panasonic.com

By Order of the Board
For Panasonic Energy India Co. Ltd.

Susheela Maheshwari
Company Secretary
Vadodara, June 16, 2021

NOTES

1. In view of the continuing pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 05, 2020 and other applicable circulars and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, permitted the companies to conduct Annual General Meeting (AGM) during the calendar year 2021 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of Members at the Registered Office of the Company.

In accordance with the said circulars of MCA, SEBI and applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"), the 49th AGM of our Company shall be conducted through Video Conferencing.

2. In compliance with the General Circular No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website www.panasonicenergyindia.in, website of stock exchange i.e. BSE Limited at www.bseindia.com and on the website of Company's Registrar & Share Transfer Agents, LinkIntime India Pvt. Ltd. www.linkintime.co.in
3. As per the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and a proxy need not be a Member of the Company. **Members may kindly note that since the AGM is being held through VC/OAVM, physical attendance of members has been dispensed with, hence the facility for appointment of proxies will not be available to the Members for attending the 49th AGM. Accordingly, the Proxy form and attendance slip are not annexed to this Notice.**
4. Institutional / Corporate shareholders (i.e. other than individual, HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 at company.secretary@in.panasonic.com
5. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this notice.
7. The recorded transcript of the forthcoming AGM on Wednesday, September 22, 2021 shall also be made available on the website of the Company www.panasonicenergyindia.in as soon as possible after the Meeting is over.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 16, 2021 to Wednesday, September 22, 2021 (both days inclusive) for the purpose of determining payment of dividend.
9. Notes given in the Notice to the extent applicable also forms part of Explanatory Statement.
10. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode from the date of circulation of notice till the date of AGM. Members seeking to inspect such documents can send an email to company.secretary@in.panasonic.com
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to company.secretary@in.panasonic.com
12. Members seeking any information or clarification with regard to the accounts are requested to write to the Company atleast TEN days in advance of meeting so that the required information can be readily available in the Meeting.
13. The relevant information of the Directors seeking re-appointment, as required under Regulation 36(3) of the Listing Regulations read with revised Secretarial Standard-2 (SS-2) on General Meetings, is provided in

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section relating to the Corporate Governance. Requisite declarations have been received from the Directors for seeking re-appointment.

14. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No. 4 and 5 of the accompanying Notice is annexed hereto.
15. Dividend on Equity Shares as recommended by the Directors, if declared at this AGM, will be paid within a period of 30 days from the date of declaration to those Members whose names appear on the Company's Register of Members at the close of business on September 22, 2021.
16. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
17. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Link Intime India Pvt. Ltd., Registrar & Share Transfer Agents of the Company requesting an e-mail at vadodara@linkintime.co.in. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalization of the postal services, dispatch the dividend warrant to such shareholder by post.
18. Shareholders are advised to encash their dividend warrants for the proposed Dividend for financial year 2020-21, if declared, within the validity period. Thereafter, the shareholders will have to request the Company for issuing fresh / revalidated dividend warrants by writing to the Company along with their bank details.
19. Dividend payment
 - a) Members holding shares in electronic mode may please note that the dividend payable to them would be paid through National Electronic Clearing Services (NECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the Members to their Depository Participants. 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.
 - b) In respect of shares held in physical form, Members desirous of receiving dividend by way of direct credit to their bank accounts through NECS may authorize the Company with their NECS mandate. The shareholders desirous of obtaining the NECS mandate may download it from the website of the Company at www.panasonicenergyindia.in or may write to the Company Secretary at the registered office of the Company.
20. Unclaimed dividend

The Company has transferred the unclaimed dividend for the financial year 2012-13 to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claims shall be entertained against the Company for the amounts so transferred. Members who have not encashed dividend warrant(s) for the subsequent years are requested to contact Company Secretary at the registered office of the Company, for seeking issue of duplicate warrant(s). The details of the unpaid/unclaimed dividend as on September 15, 2020 (the date of previous Annual General Meeting) are available on the Company's website viz., www.panasonicenergyindia.in and on the website of Ministry of Corporate Affairs at www.mca.gov.in

In case the Dividend has remained unclaimed in respect of previous financial years, the shareholders are advised to approach the Company or the Registrar & Share Transfer Agents of the Company.

21. As per Section 124(6) of the Companies Act, 2013 read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more have been transferred to the IEPF Account.
22. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with the requisite documents enumerated in the Form IEPF-5.

23. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Link Intime India Pvt. Ltd., Vadodara (Company's Registrar & Share Transfer Agents) or to the Company Secretary at the registered office of the Company.
24. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
25. Pursuant to Finance Act 2020, dividend income will be taxable to the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Link Intime India Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by visiting on the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. at <https://linkintime.co.in/formserg/submission-of-form-15g-15h.html> latest by 5:00 p.m. IST on September 15, 2021.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by visiting on the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. at <https://linkintime.co.in/formserg/submission-of-form-15g-15h.html> latest by 5:00 p.m. IST on September 15, 2021.

26. In view of the circular issued by SEBI dated April 20, 2018 ref: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, it is also mandatory to provide the Bank Mandate (Beneficiary Bank name and Beneficiary Account Number) on the face of the Warrant / DD.
27. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by visiting on the website of Company's Registrar & Share Transfer Agents, M/s . Link Intime India Pvt. Ltd. at http://linkintime.co.in/EmailReg/Email_Register.html and upload the documents required therein.
28. Members are requested to notify immediately:
 - (a) Any change in their residential address.
 - (b) Income-tax Permanent Account Number (PAN).
 - (c) Bank details - Name and address of the bank; A/c No.; type of A/c.
29. Members holding shares in physical form and wishing to avail the nomination facility, are requested to send the duly filled in nomination form (Form SH-13) to Company's Registrar & Share Transfer Agents or to the Company Secretary at the registered office of the Company.
30. Members holding shares in more than one folio in the same order of name(s) are requested to send the details of their folios along with the share certificates so as to enable the Company to consolidate their holdings into one folio.
31. The Company has created an exclusive e-mail Id: company.secretary@in.panasonic.com for quick redressal of shareholders/investors grievances.
32. **Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:**
 1. Shareholders / Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Members can log in and join 30 (thirty) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 30 (thirty) minutes after the schedule time. Participation is restricted upto 1000 members only and will be available to the Members on first-come-first serve basis.

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2. Shareholders / Members are requested to participate on first-come-first serve basis as participation through VC / OAVM is limited and will be closed on expiry of 30 (thirty) minutes from the scheduled time of the Annual General Meeting. Shareholders / Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
3. Shareholders / Members will be provided with InstaMeet facility wherein Shareholders / Members shall register their details and attend the Annual General Meeting as under:

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

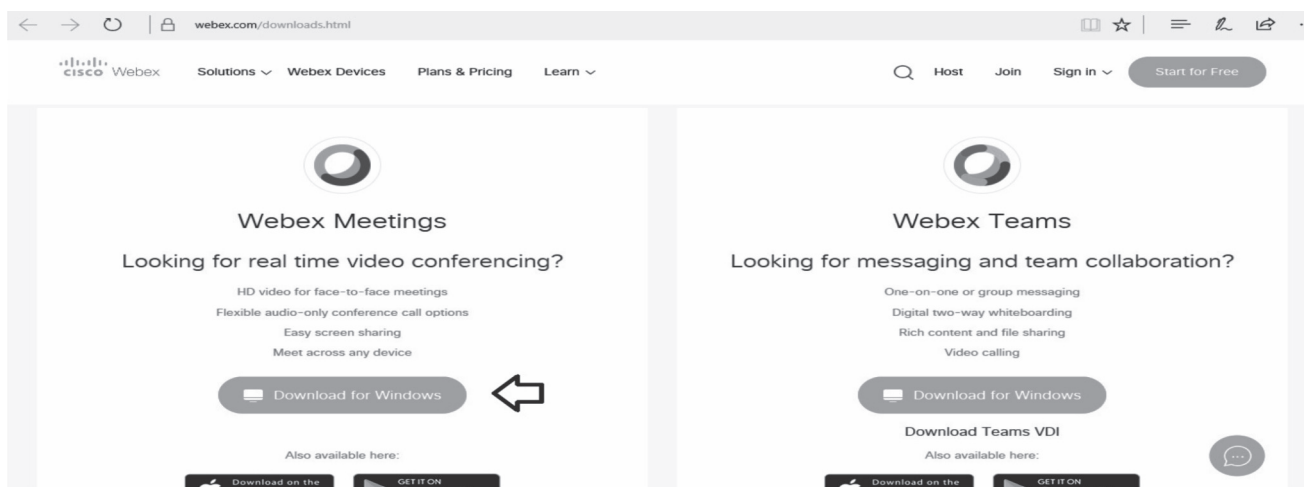
Step 1	Open the internet browser and launch the URL for InstaMeet: https://instameet.linkintime.co.in	
Step 2	Register with your following details:	
	Demat Account No. or Folio No.	Members holding shares in:-
		CDSL :- 16 Digit Beneficiary ID
		NSDL :- 8 Character DP ID followed by 8 Digit Client ID
		PHYSICAL :- Folio Number registered with the Company
	PAN :- Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable. Mobile No. :- Enter your mobile number Email ID: - Enter your email id, as recorded with your DP / Company.	
Step 3	Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).	

ANNEXURE

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMeet, shareholders / members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <http://www.webex.com/downloads.html/>



OR

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Notice to Members



Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



Event Information:

Event status:
Date and time:

Duration:
Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service and Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:
 Last name:
 Email address:
 Event password:

← Mention your First name, Last name and email address

Join Now

Join by browser **NEW!**

If you are the host, [start your event](#).



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Host Join Sign in ▾ Start for Free



Step 1
Double-click the webexapp.msi file you downloaded



Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.



Step 3
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.



Solutions ▾ Webex Devices Plans & Pricing Learn ▾

Host Join Sign in ▾ Start for Free



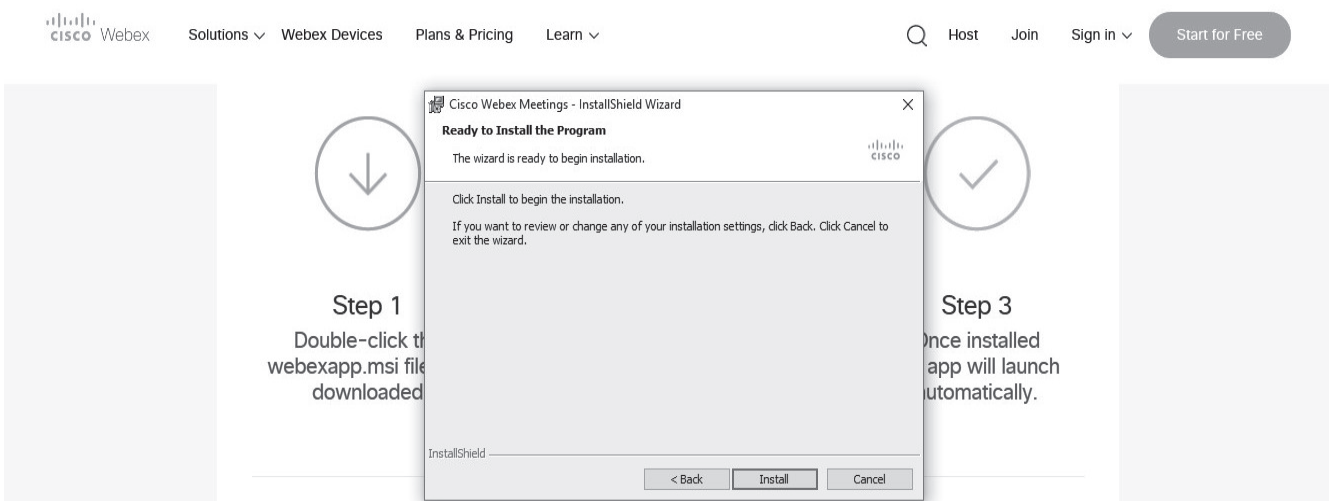
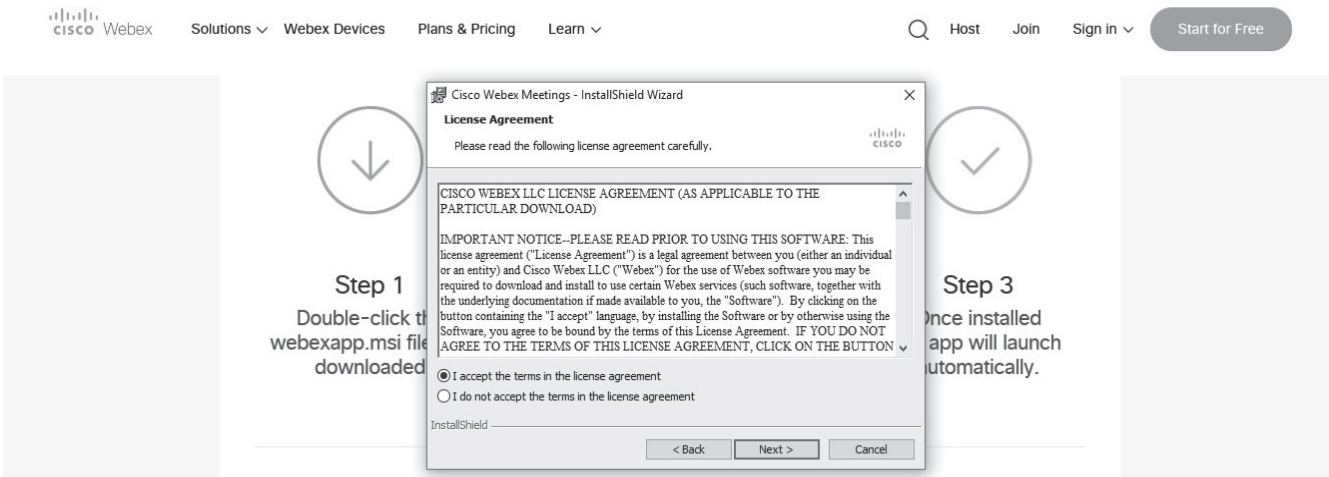
Step 1
Double-click the webexapp.msi file downloaded



Step 3
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your





General Guidelines for VC / OAVM participation: -

- a) Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.
- b) Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c) Please note that Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d) The Company reserves the right to limit the number of members asking the questions depending on the availability of the time at the AGM.
- e) The facility of joining the AGM through VC / OAVM will be opened 30 minutes before the scheduled start-time of the AGM and will be available for the members on a first-come-first-served basis.

In case the Shareholders / Members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

InstaMeet Support Desk
Link Intime India Pvt. Ltd.

33. Instructions for remote e-voting

Please refer EVENT Number: 210208

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, the Company is providing facility of 'remote e-voting' (e-voting from a place other than at the Annual General Meeting) to its Members to exercise their right to vote at the AGM. For this purpose, the Company has entered

into an agreement with Link Intime India Pvt. Ltd. for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the day of AGM will be provided by Link Intime India Pvt. Ltd.

VOTING PERIOD

The voting period begins on September 19, 2021 at 9:00 a.m. and ends on September 21, 2021 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on September 15, 2021 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

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.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode / physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details: <ol style="list-style-type: none"> User ID: Shareholders / members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP / Company. <ul style="list-style-type: none"> Shareholders / members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders / members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders / members can set the password of his/her choice by providing the information about the

particulars of the Security Question and Answer, PAN, DOB / DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL / CDSL have forgotten the password:

Shareholders / members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders / members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders / members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL / CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode / Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders / members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in> under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk Link Intime India Private Limited

34. Instructions for e-voting during the Annual General Meeting:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number / registered email id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour / Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour / Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour / Against'
5. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

The Board has appointed Mr. Vijay Bhatt, Practicing Company Secretary (Membership No. F4900, COP No. 2265), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.panasonicenergyindia.in.com and on the website of Link Intime India Pvt. Ltd. immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

35. Instructions for Shareholders / Members to register themselves as Speakers during Annual General Meeting:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at company.secretary@in.panasonic.com from September 01, 2021 (8:00 a.m. IST) to September 15, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Diwanji & Co., Cost and Management Accountants, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2022.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2021-22 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors accordingly recommends the passing of this resolution.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at the Item no. 4 of this Notice.

ITEM NO. 5

Mr. Hosoya aged 49 years, having DIN: 08232012, completed his graduation in economics from Keio University, Tokyo, Japan in March 1995. He has been associated with Panasonic since 1995 and is having vast experience in Sales and Marketing for more than two decades. Mr. Hosoya was appointed as Vice President (Sales and Marketing) of the Company from June 01, 2018 and from September 01, 2018, he was working as the Executive Director of the Company. Looking to his performance Mr. Hosoya was further elevated as Chairman & Managing Director of the Company w.e.f. April 01, 2020 for a period of two (2) years.

The appointment of Mr. Hosoya, Chairman & Managing Director along with his terms of remunerations has already been approved by members at its 48th Annual General Meeting held on September 15, 2020.

The Board upon recommendation of Nomination & Remuneration Committee, at its meeting held on

November 05, 2020, revised the remuneration payable to Mr. Tadasuke Hosoya, Chairman & Managing Director of the Company with effect from October 01, 2020.

Specific approval of the Members by way of special resolution is now sought for the revision in remuneration of Mr. Hosoya. The terms and conditions proposed are keeping in line with the remuneration package that is necessary to encourage good professional with a sound career record to important position as that of the Chairman & Managing Director.

Mr. Hosoya has attended all the board meetings held during the year.

There is no change in his terms of appointment except increase in salary and perquisites which are detailed below.

The Board accordingly recommends the passing of the Resolution at Item No.5 of the accompanied notice.

The remuneration to Mr. Hosoya has been paid as per following methods:

A. Salary

Sr. No.	Particulars	w.e.f. 01-Apr-20 Per month (Present)	w.e.f. 01-Oct-20 Per month (Proposed)	Net Increment
1	Basic Salary	1,75,330.00	2,42,633.00	67,303.00
2	Special Allowance	4,09,102.00	5,66,144.00	1,57,042.00
3	*Tax Allowance	3,01,200.00	4,30,200.00	1,29,000.00
	Total	8,85,632.00	12,38,977.00	3,53,345.00

*(Tax allowance may vary as per the actual tax liability borne by Company on the salary as per the provisions of Income Tax Act, 1961)

B. Perquisites:

- i. Furnished Accommodation
- ii. Use of Chauffeur driven company car
- iii. Gas, electricity and water
- iv. Following perquisites shall not be included in computation of the ceiling on perquisites specified here in above.
 - a. Contribution to Provident Fund, if any;
 - b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972;
- v. Twelve calendar days leave (twice in a year) on full pay. However, no encashment of leave shall be permitted at the end of the tenure.
- vi. Other benefits shall be as per the Personnel Services Companion – Overseas Personnel Affairs Volume issued by Panasonic Corporation and as amended from time to time.”

Any member desirous of having inspection of the Agreement referred to in the resolution may do so on any working day during office hours upto the date of the ensuing Annual General Meeting of the Company.

The Board of Directors accordingly recommends the passing of this resolution.

Except Mr. Hosoya, who is appointee under this resolution none of the other Directors, Key Managerial Personnel of the Company and relatives thereof, are concerned or interested financially or otherwise, in the resolution at the Item No. 5 of this Notice.

Registered Office
GIDC, Makarpura, Vadodara - 390 010
Gujarat, India
CIN : L31400GJ1972PLC002091
e-mail: company.secretary@in.panasonic.com

By Order of the Board
For Panasonic Energy India Co. Ltd.

Susheela Maheshwari
Company Secretary
Vadodara, June 16, 2021