

Panasonic

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 20, 2020

The Manager – Listing

The BSE Ltd.

Phiroze Jeejeebhoy Towers

Dalal Street

MUMBAI – 400 001.

Scrip Code: 504093

Re: Notice convening the 48th Annual General Meeting of the Company.

Dear Sir / Madam,

We are enclosing herewith a copy of the notice convening the 48th Annual General Meeting of the Company which is scheduled to be held on September 15, 2020 through Video Conferencing.

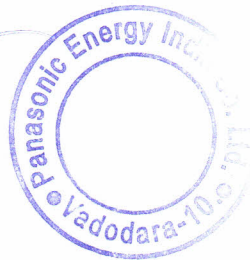
This is for your information and records.

Thank you.

Yours truly

For Panasonic Energy India Co. Ltd.,


Susheela Maheshwari
Company Secretary



ENCL: As above

CIN: L31400GJ1972PLC002091

Web site: www.panasonicenergyindia.in Email: contact.pecin@in.panasonic.com

NOTICE is hereby given that the **48th ANNUAL GENERAL MEETING** of the Members of Panasonic Energy India Co. Ltd. will be held on Tuesday, September 15, 2020, at 10.00 a.m. through Video Conferencing / Other Audio Visual Means for which purpose the Registered Office of the Company situated at GIDC, Makarpura, Vadodara, 390 010-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, 2020 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, 2020.
3. To appoint a Director in place of Mr. Mikio Morikawa (DIN 02611904), 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 ₹1,25,000/- (Rupees one lakh twenty five thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred, to M/s. Diwanji & Co., Cost 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 2020-21.”

5. Payment of commission to Non-Executive Directors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a sum not exceeding one percent (1%) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Directors of the Company, or some or any of them (other than the Managing Director and Executive Directors), in such amounts or proportions, as may be determined by the Board of Directors and in default of such determination equally such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from April 01, 2020 and ending on March 31, 2025.”

6. Appointment of Mr. Tadasuke Hosoya as Chairman & Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to the appointment of Mr. Tadasuke Hosoya (DIN 08232012) as Chairman & Managing Director for a period of two (2) years effective from April 01, 2020 up to March 31, 2022 on such terms and conditions as set out in the draft agreement to be entered into between the Company on one part and Mr. Hosoya on the other part the details of which are given in the explanatory statement in respect of this item of the Notice.”

NOTES

1. In view of the continuing pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 and other applicable circulars and Securities and Exchange Board of India (SEBI) Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, permitted the companies to conduct Annual General Meeting (AGM) during the calendar year 2020 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 48th 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 48th 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 September 15, 2020, 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 Wednesday, September 09, 2020 to Tuesday, September 15, 2020 (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 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. 4-6 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 15, 2020.
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 & 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 2019-20, 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 2011-12 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 10, 2019 (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/formsreg/submission-of-form-15g-15h.html> latest by 5:00 p.m. IST on September 08, 2020.

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/formsreg/submission-of-form-15g-15h.html> latest by 5:00 p.m. IST on September 08, 2020.

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 https://linkintime.co.in/EmailReg/Email_Register.html and upload the documents required therein.
28. Members are requested to notify immediately:
- Any change in their residential address.
 - Income-tax Permanent Account Number (PAN).
 - 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 of 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:**

- Shareholders / Members are entitled to attend the Annual General Meeting through VC / OAVM provided by Link In time 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.
- 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.
- Shareholders / Members will be provided with InstaMeet facility wherein Shareholders / Members shall register their details and attend the Annual General Meeting as under:

Panasonic Energy India Co. Ltd.

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.

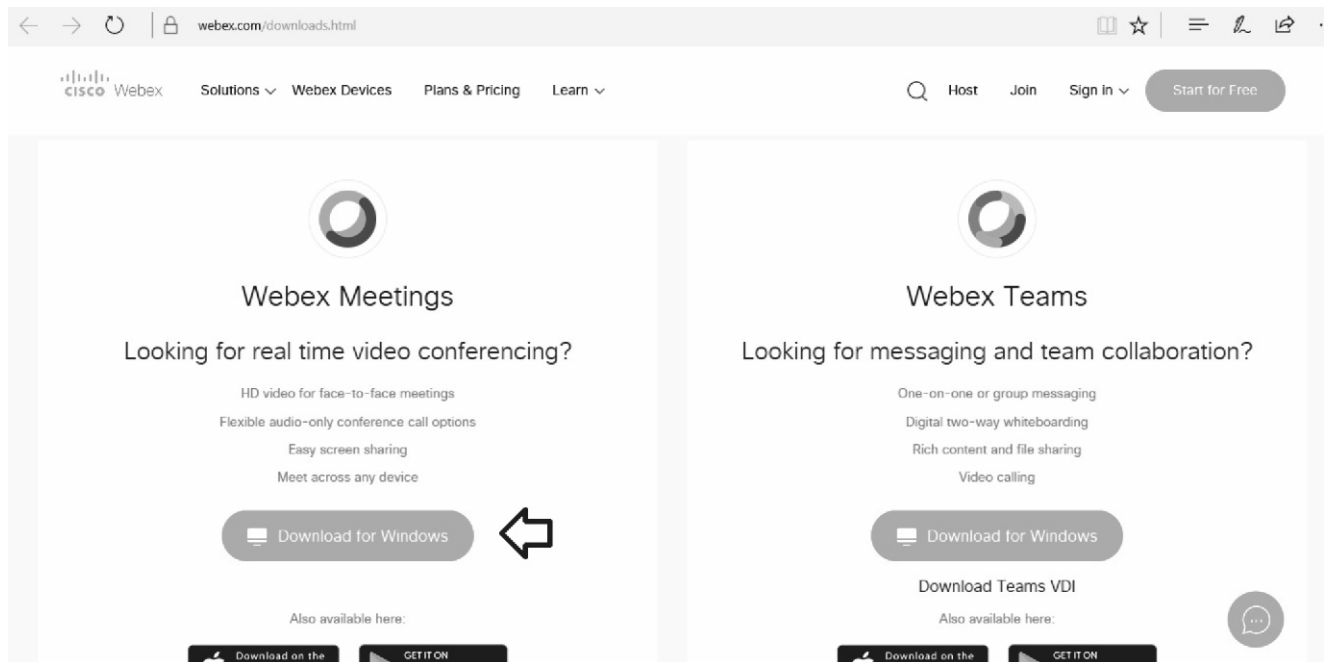
Step 1	Open the internet browser and launch the URL for InstaMeet: https://instameet.linkintime.co.in	
Step 2	Register with your following details:	
	Demat Account No. or Folio No.	Members holding shares in:-
		CDSL :- 16 Digit Beneficiary ID
		NSDL :- 8 Character DP ID followed by 8 Digit Client ID
		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/>



Notice to Members

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:



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. <u>Click on Run a temporary application. an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now</u>



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 by browser NEW!

If you are the host, start your event.



Solutions ▾ Webex Devices Plans & Pricing Learn ▾

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

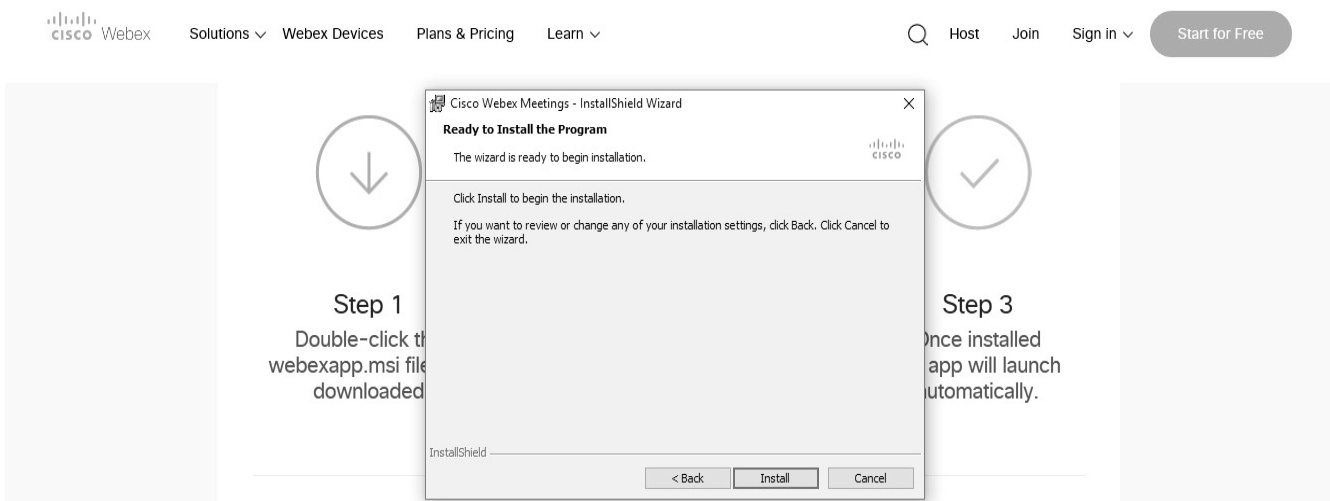
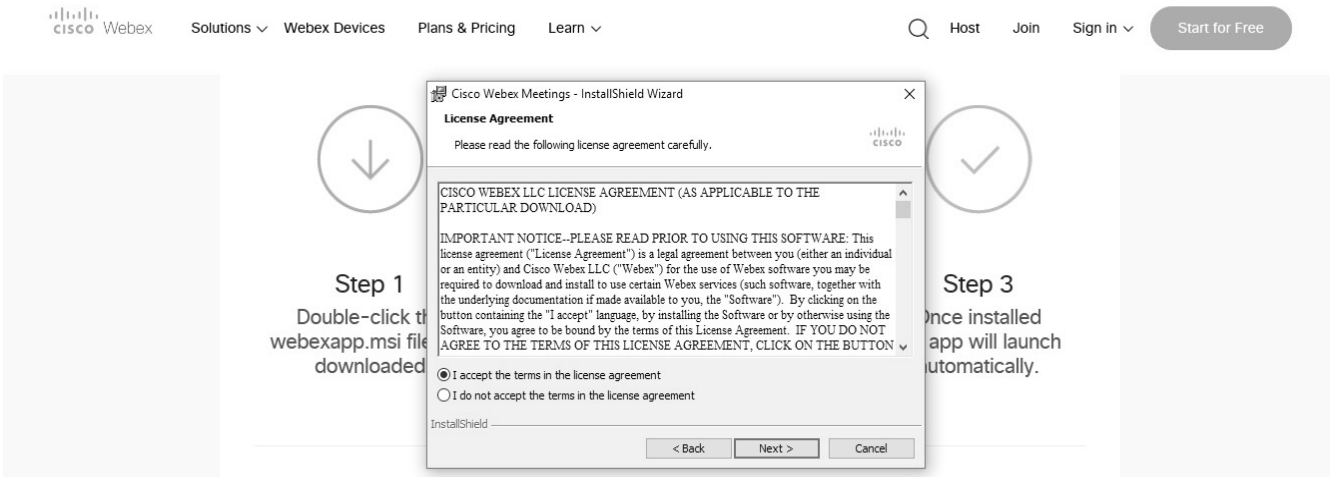


Step 3
Once installed app will launch automatically.

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

Notice to Members





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: 200144

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 12, 2020 at 09:00 a.m. and ends on September 14, 2020 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 09, 2020 (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.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID: Enter your User ID

Shareholders / Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

Shareholders / Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

Shareholders / Members holding shares in physical form shall provide Event No + Folio Number registered with the Company

- B. 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.

- C. DOB / DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP / Company.

- Shareholders / Members holding shares in CDSL demat account shall provide either 'C' or 'D', above

- Shareholders / Members holding shares in NSDL demat account shall provide 'D', above

- 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).

NOTE: If Shareholders / Members are holding shares in demat form and have registered on to e-voting system of LIPL: <https://instavote.linkintime.co.in> and / or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. 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.

If you 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.
- 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 the 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".

Shareholders / Members holding multiple folios / demat account shall choose the voting process separately for each of the folios/demat account.

In case Shareholders / Members 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 Pvt. Ltd.

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 03, 2020 (9:00 a.m. IST) to September 09, 2020 (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 Accountants, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2021.

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 2020-21 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

The Members had, at the Annual General Meeting of the Company held on July 24, 2015, passed an Ordinary Resolution under Section 197 of the Companies Act, 2013, and approved the payment of commission to Non-Executive Directors of the Company, of a sum not exceeding one percent (1%) per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013, subject to determination by the Board of Directors for each of the Non-Executive Directors for a period of five (5) years beginning with the financial year ended on March 31, 2020.

The approval was valid upto and including the financial year ended on March 31, 2020.

As per Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, all fees / compensation payable to Non-Executive Directors, including Independent Directors shall require approval of the Members at the Annual General Meeting.

The current competitive business environment, stringent accounting standards and corporate governance norms require considerably enhanced levels of involvement of the Directors in the decision making process. The responsibility of the Directors has become more onerous and the Directors are required to devote more time and attention to the business of the Company. It is therefore, proposed to continue the payment of commission to the Non-Executive Directors of the Company for a period of five (5) years commencing from the financial year beginning on April 01, 2020. The Board of Directors will determine each year, the amount to be paid as commission to the Non-Executive Directors which expression includes the Independent Directors which shall not exceed one percent (1%) of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Companies Act, 2013.

In view of the above, Members approval is being sought pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and Regulation 17(6) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, for the payment of commission to the Non-Executive Directors of the Company for a period of five (5) years commencing from April 01, 2020. The payment of commission would be in addition to the sitting fees payable for attending the meetings of the Board and Committees thereof.

All the Non-Executive Directors of the Company are interested in the Resolution set out at Item No. 5 of the accompanying Notice, since it relates to their respective remuneration.

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

Except all Non-Executive Directors, none of the other Directors and Key Managerial Personnel of the Company and relatives thereof, are concerned or interested, financially or otherwise in the resolution set out at the Item No. 5 of this Notice.

ITEM No. 6

Keeping in view the performance evaluation of Mr. Tadasuke Hosoya, the Board, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on February 10, 2020 has decided to appoint Mr. Hosoya as Chairman & Managing Director of the Company effective from April 01, 2020 for a period of two (2) years.

Mr. Hosoya, born in 1972, 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 is acting as the Executive Director of the Company.

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

1. One portion of his remuneration is directly paid by the Company on monthly basis.
2. Another portion of his remuneration is being paid by Panasonic Corporation which is reimbursed by the Company to Panasonic Corporation on quarterly basis after receipt of the debit note. The remuneration paid by this mode is fixed in Japanese yen (JPY), which at the time of remittance, is converted into Indian rupees (INR). The conversion of JPY to INR is done on the prevailing exchange rates applicable at the time of remittance.

The extract of terms of appointment and remuneration as contained in the agreement are given below:

A. Salary:

Sr. No.	Particulars	Amount (In ₹ Monthly)
1	Basic Salary	1,75,330
2	Special Allowance	4,09,102
3	*Tax Allowance	3,01,200
	**Total	8,85,632

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

** (The conversion of JPY to INR is done on the prevailing exchange rates applicable at the time of remittance.)

There may be fluctuations in the absolute figures of salary paid due to fluctuations in the Exchange rate.

B. Perquisites:

- i. Furnished Accommodation
- ii. Use of Chauffeur driven Company car
- iii. Gas, electricity and water
- iv. 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 and shall not be included in computation of the ceiling on perquisites.
- 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 Guidebook Overseas Assignment issued by Panasonic Corporation and as amended from time to time.

C. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Tadasuke Hosoya, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the restrictions set forth in Schedule V of the Companies Act, 2013.

D. Notice for termination of Agreement:

Either party has option to terminate this appointment by giving a Notice in writing to the other party atleast three months in advance.

E. Compensation for loss of office:

The Chairman & Managing Director shall be entitled to compensation for loss of office or for early retirement from the office (except where he himself terminates the Agreement on his own accord) in accordance with the provisions of Section 191 of the Companies Act, 2013.

F. Sitting Fees:

The Chairman & Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

G. Chairman & Managing Director liable to retire by rotation:

Subject to the provisions of the Act, Chairman & Managing Director shall be subject to retire by rotation while he continues to hold office of the Chairman & Managing Director and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Director or in fixing the number of Directors to retire. This clause will not tantamount to the termination of this agreement with the Company as Chairman & Managing Director.

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.

Pursuant to the requirements of SEBI (LODR) Regulations, 2015 on appointment of Director, a statement containing briefly the details of Mr. Hosoya is given in report on Corporate Governance.

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. 6 of this Notice.

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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 30, 2020