

## Panasonic Energy India Co. Ltd.

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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: 2008 & ISO 14001: 2004 Certified Company

July 11, 2017

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

**Scrip Code: 504093**

Re : Notice convening the 45<sup>th</sup> Annual general Meeting of the Company.

Dear Sir / Madam

We enclosed herewith a copy of the notice convening the 45<sup>th</sup> Annual general Meeting of the Company to be held on August 10, 2017.

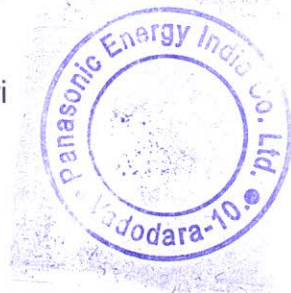
This is for your information and records.

Thank you.

Yours truly

For Panasonic Energy India Co. Ltd.,

  
Susheela Maheshwari  
Company Secretary



ENCL: As above

# Panasonic Energy India Co. Ltd.

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**NOTICE** is hereby given that the **45<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of Panasonic Energy India Co. Ltd. will be held at C. C. Mehta Auditorium, M. S. University, Sayajigunj, Vadodara – 390 002 on Thursday, August 10, 2017, at 10.00 a.m. to transact the following businesses:

## ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Results of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on equity shares for the year ended March 31, 2017.
3. To appoint a director in place of Mr. Mikio Morikawa, Chairman & Managing Director (holding DIN 02611904), who retires by rotation and is eligible for re-appointment.
4. To appoint the Statutory Auditors and to fix their remuneration and in this connection to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable rules, if any, M/s. B S R & Associates LLP., Chartered Accountants, Ahmedabad having ICAI Firm Registration No. 116231W/W-100024, who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and rule 4 of the Rules, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 50<sup>th</sup> AGM of the Company to be held for the FY 2021-22 (subject to ratification by Members at every AGM) at such remuneration plus service tax, out of pocket and travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.”

## SPECIAL BUSINESS

### 5. 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 and all other applicable provisions 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 lac twenty five thousand only) plus service tax at the applicable rates and reimbursement of out of pocket expenses 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 ending on March 31, 2018.”

### 6. Appointment of Mr. Kazuo Tadanobu as Non-executive Director

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and such other applicable provisions, if any, of the Companies Act, 2013, Mr. Kazuo Tadanobu (DIN 07818992) who was appointed as an additional director of the Company pursuant to Article 134 of the Articles of Association of the Company and provision of Section 161 of the Companies Act, 2013 and in respect of whom the Company received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature for the office of the Director of the Company and who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as Non-executive Director of the Company (promoter category) and his period of office shall be liable to determination by retirement of director by rotation.”

### 7. Revision in remuneration payable to Mr. Mikio Morikawa, Chairman & Managing Director from April 01, 2017

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 other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), 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), consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. Mikio Morikawa (DIN 02611904), Chairman & Managing Director of the Company with effect from April 01, 2017 on the terms as to revised remuneration as set out in the addendum to the agreement made between the Company on one part and Mr. Morikawa 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 authorized 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)".

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

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

**Susheela Maheshwari  
Company Secretary  
Vadodara, May 30, 2017**

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members /proxies should bring the attendance slips duly filled in and PHOTO ID Proof for attending the meeting.
3. The register of members and share transfer books of the Company will remain closed from Friday, August 04, 2017 to Thursday, August 10, 2017 (both days inclusive) for the purpose of determining payment of dividend.
4. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 5 to 7 of the accompanying Notice is annexed hereto.
5. Dividend on equity shares as recommended by the Directors, if declared at this Annual General Meeting, will be paid on Monday, August 28, 2017 to those Members whose names appear on the Company's register of Members at the close of business on August 10, 2017.
6. 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 (DPs). 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](http://www.panasonicenergyindia.in) or may write to the Company Secretary at the registered office of the Company.
7. Unclaimed dividend

The Company has transferred the unclaimed dividend for the financial year 2008-09 to the Investor Education and Protection Fund (IEPF) established by the Central Government. 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). Members are requested to note that no claims shall lie against the Company or IEPF in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date they first became due for payment and no payment shall be made in respect of any such claims. The details of the unpaid/unclaimed dividend as on July 28, 2016 (the date of previous Annual General Meeting) are available on the Company's website viz., [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in) and on the website of Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

8. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form SH. 13) to Link Intime India Pvt. Ltd., Vadodara (Company's Registrar & Share Transfer Agent) or to the Company Secretary at the registered office of the Company.

## Panasonic Energy India Co. Ltd.

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9. 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
10. 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.
11. Members are requested to bring their copies of the Annual Reports along with duly filled attendance slip to the meeting.
12. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN DAYS in advance of the meeting so that the information required can be made readily available at the Meeting.
13. The company has created an exclusive e-mail Id: [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com) for quick redressal of shareholders/investors grievances.
14. In view of the circular issued by SEBI, the electronic clearing services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its Members. In order to avail the facility of ECS/NECS, Members holding shares in physical form are requested to provide bank account details to the Company and its Registrar and Share Transfer Agents. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Any changes in such bank mandate must be advised only to the Depository Participant of the Members.
15. E-voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its Members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 45<sup>th</sup> Annual General Meeting (AGM). The business shall be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 45<sup>th</sup> AGM. 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.

The Company has appointed Mr. Vijay Bhatt, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

**Electronic Voting Sequence Number (EVSN): 170706005**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on August 07, 2017 at 09.00 a.m. and ends on August 09, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on August 03, 2017 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label affixed on the Annual Report.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN (170706005) for the <Panasonic Energy India Company Limited> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

16. In terms of the Circulars No. 17/2011 of 21<sup>st</sup> April, 2011 and 18/2011 of 29<sup>th</sup> April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/document by companies to their Members through electronic mode. Therefore as was done last year, the Company proposes to send documents required to be sent to Members like Notices of General

# Panasonic Energy India Co. Ltd.

Meetings (including AGM), Audited Financial Statements, Report of the Directors and Independent Auditor's Report etc. to the Members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents will also be available on the Company's website [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in) for download by the Members. The physical copies of the Annual Report will be made available upon receipt of a requisition from the Members, any time as a Member of the Company.

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

### **ITEM NO. 5**

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 ended March 31, 2018.

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 year 2017-18 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors accordingly recommends the passing of the resolution at item No. 5 of the accompanying notice. None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

### **ITEM NO. 6**

Mr. Kazuo Tadanobu has been appointed as an additional director (Non-Executive Director) (Promoter category) on the Board of the Company w.e.f. May 30, 2017. Mr. Tadanobu holds office upto the date of this Annual General Meeting.

Mr. Tadanobu has done his Master's in Chemistry from Hiroshima University, Japan. He joined Matsushita Electronic Components Co., Ltd. in 1992. He worked in different domains including Director, Film Capacitor Division of Panasonic Corporation in 2013. Mr. Tadanobu worked in different positions at Panasonic Corporation. He is having vast experience in the overseas operations including Singapore, Malaysia etc. Currently, he is Director of Energy Device Business Division, Automotive and Industrial Systems Company, Panasonic Corporation.

The Board of Directors accordingly recommends the passing of the resolution at item No. 6 of the accompanying notice. Pursuant to the requirements of SEBI (LODR) Regulations, 2015 on appointment of Director, a statement containing briefly the details of Mr. Tadanobu is given in Report on Corporate Governance.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Tadanobu, is in any way concerned or interested in the said Resolution.

### **ITEM No. 7**

Mr. Morikawa aged 53 is an Industrial Engineer from Waseda University, Tokyo, Japan. He has over 30 years of rich experience in the battery Industry and held senior management positions and top leadership roles in global battery business of Panasonic including heading their battery operations in USA. He has been working with Panasonic Corporation since April 01, 1986 in different capacities.

The Members had already approved his Appointment from August 01, 2016 to September 30, 2019 as Chairman and Managing Director through postal ballot on October 18, 2016.

The Board upon recommendation of Nomination & Remuneration Committee, at its meeting held on May 30, 2017, revised the remuneration payable to Mr. Morikawa,

Specific approval of the Members by way of special resolution is now sought to the above revision in the remuneration of Mr. Morikawa. 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. The details of which are given below.

The material terms of appointment and remuneration as contained in the agreement are given below.

The Board accordingly recommends the passing of the Resolution at Item No.7 of the accompanied notice.

#### **(A) Salary**

Sr. No.	Particulars	w.e.f. 1-Oct-16 Per month (Present)	w.e.f. 1-Apr-17 Per month (Proposed)
1	Basic Salary	2,37,653	2,18,983
2	Special Allowance	5,54,523	5,10,961
3	*Tax Allowance	73,489	3,92,000

\*(Tax allowance may vary as per the actual tax liability born 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 hereinabove.
  - a. Contribution to Provident Fund;
  - 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;
  - c. 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.

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

**(C) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Mikio Morikawa, 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.

Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

**(D) Notice for termination of the Agreement:**

Either party has option to terminate this appointment by giving a Notice in writing to the other party of his intention to resign at least 3 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.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Morikawa, is in any way concerned or interested in the said Resolution.

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, May 30, 2017



## Panasonic Energy India Co. Ltd.

CIN: L31400GJ1972PLC002091

GIDC, Makarpura, P.B. No.: 719, Vadodara - 390 010, Gujarat - India

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

Website: panasonicenergyindia.in, Email: contact.pecin@in.panasonic.com

### Form No. MGT-11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L31400GJ1972PLC002091

Name of the Company: Panasonic Energy India Co. Ltd.

Regd. Office: GIDC, Makarpura, P.B. No.: 719, Vadodara - 390 010, Gujarat, India

Name of Share Holder(s)	
Registered Address	
Email ID.	
Folio No./ DP ID/ Client ID	

I / We, being the Member(s) of \_\_\_\_\_ Shares of the above named Company, hereby appoint

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him/her
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him/her
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him/her

as my/our proxy to attend and (on a poll) vote for me/us and on my/our behalf at the 45<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, August 10, 2017 at 10 a.m. at C. C. Mehta Auditorium, M. S. University, Sayajigunj, Vadodara 390 002 on and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Type of Resolution
1	Approval of Annual Accounts	Ordinary
2	Declaration of Dividend	Ordinary
3	Re-appointment of Mr. M. Morikawa, who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary
4	Appointment of Statutory Auditors and to fix their remuneration	Ordinary
5	Ratification of Remuneration to Cost Auditors	Ordinary
6	Appointment of Mr. Kazuo Tadanobu as Non-executive Director	Ordinary
7	Revision in remuneration payable to Mr. Mikio Morikawa as Chairman & Managing Director from April 01, 2017	Special

Signed this \_\_\_\_\_ day of July / August, 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix ₹ 1  
Revenue  
Stamp

#### NOTE:

This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

## Panasonic Energy India Co. Ltd.

<b>Registered Office :</b>	GIDC, Makarpura, Vadodara – 390 010 Gujarat, India. Phone : (0265) 2642661-62, 2638887, 2638888 Fax : (0265) 2638890, 2638892 • Website : www.panasonicenergyindia.in
<b>CIN :</b>	L31400GJ1972PLC002091

### ATTENDANCE SLIP

(To be handed over at the entrance of Meeting Hall)

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 45<sup>th</sup> Annual General Meeting of the Company at C. C Mehta Auditorium, M. S. University, Sayajigunj, Vadodara - 390 002, on Thursday, August 10, 2017 at 10.00 a.m.

Name of Shareholder(s)	
DP ID*	
Client ID*	
Folio No.	
No of Shares	

\* Applicable only for Investors holding shares in Electronic Form.

**Note :** Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.

Shareholders attending the meeting are requested to bring their copies of the Annual Report with them.

Member's/Proxy's Signature



Route-Map of the Venue of AGM

