

## Panasonic Energy India Co. Ltd.

G.I.D.C., Makarpura, P.B.No. : 719, Vadodara-390 010.Gujarat - India.  
CIN: L31400GJ1972PLC002091  
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Web site: [www.panasonicenergy.in](http://www.panasonicenergy.in)  
ISO 9001: 2008 & ISO 14001: 2004 Certified Company

October 29, 2014

Mr. Mayur Swadia  
K. M. Swadia & Co., Chartered Accountants,  
314 Shriram Chambers,  
R.C. Dutt Road, Alkapuri,  
Vadodara-390007

Re: Appointment as an Independent Director of the Company.

Dear Sir,

On behalf of the Board members of Panasonic Energy India Co. Ltd., I would like to express my gratitude to you for joining our Board as an Independent Director. We are looking forward to have a long term association and significant contribution from your vast experience.

The purpose of this letter is to inform you about the new provisions related to the Independent Director (ID) introduced under the Companies Act, 2013. The Companies Act, 2013 has specifically defined the roles, duties, liabilities and the manner of appointment of IDs on the Board and various committees of the Company. The newly enacted Companies Act, 2013 and the recently amended clause 49 of the Listing Agreement require that a Company should issue appointment letter to its Independent Director/s.

The members, in the next general meeting of the Company, would be considering your appointment as an Independent Director for a term of 5 (five) years effective from 29/10/2014 under the Companies Act, 2013.

The appointment is subject to maximum permissible directorships under the provisions of the Companies Act, 2013 and the Listing Agreement.

In due compliance with the requirements of the new law, we are pleased to issue this formal appointment letter to you. Annexure to this letter sets out the terms of your appointment and your roles, duties, responsibilities and liability as an Independent Director on the Board of the Company.

Kindly return the duplicate copy of this letter and the Terms of Appointment, duly signed signifying your confirmation.

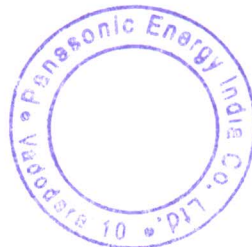
We look forward to your continued value additions in the growth of the Company.

Yours Sincerely,

For Panasonic Energy India Co. Ltd.



S.K. Khurana  
Chairman & Managing Director



Encl: As above

**Annexure to letter dated October 29, 2014**

**Terms of Appointment of Independent Director**

On behalf of the Company, I write to confirm your appointment as an Independent Non-executive Director of Panasonic Energy India Co. Ltd., as per the provisions of the Companies Act, 2013 and set out below the terms of your appointment.

**1. TERM OF OFFICE**

Your appointment as an Independent Director of Panasonic Energy India Co. Ltd. under the Companies Act, 2013 for a term of 5 (five) years effective from 29/10/2014 is subject to confirmation by the Shareholders at the next general meeting. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

Your appointment is subject to the provisions of Companies Act, 2013 regarding appointment, expenses, retirement, disqualification and removal etc.

**2. COMMITMENTS**

You shall be devoting such time as is necessary for the performance of your duties as an Independent Director and you shall be involving in the Board and Committee meetings during the term. You should strive to attend all the scheduled Board meetings, general meetings, committee meetings and other meetings.

**3. CODE OF CONDUCT, FUNCTIONS AND DUTIES**

You will have all the usual duties of an Independent director under Companies Act, 2013 and applicable Listing Agreement with the BSE, including attendance at Board meetings, the annual general meeting, meetings of committees and meetings of Independent Directors together with such additional duties as may be agreed with the Board and which may relate to the business of the Company. You will be required to serve on such committees as the Board may request, including but not limited to the committees wherein you are currently the member/Chairman.

**4. CODE OF INDEPENDENT DIRECTORS, CODE OF CONDUCT FOR DIRECTORS AND CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING FOR EMPLOYEES, INCLUDING DIRECTORS**

You are required to abide by the Code for Independent Directors, Code of Conduct for Directors and Code of Conduct for Prevention of Insider Trading for Employees, Including Directors, as issued by the Company.

**5. DIRECTORS' FEES**

You shall be paid sitting fees as the Board may decide from time to time for attending each meeting of the Board and the Committee, as per provisions of Section 197 of the Companies Act, 2013 and Articles of Association of the Company.



In addition to sitting fee, you shall also be entitled to commission on the net profit of the Company (Total commission to all Non-executive Directors shall not exceed 1% of the net profit of the Company in a particular financial year, distributed in a manner, as may be decided by the Board from time to time).

The Company shall reimburse to you all travelling, hotel and other incidental expenses properly and reasonably incurred by you in performance of duties as per provision of the Companies Act, 2013 in conjunction with rules and policies of Company.

As an Independent Director you shall not be entitled to any stock option and shall not be covered by any pension scheme.

Kindly confirm your agreement to the terms set out above by signing the endorsement. In returning the letter duly signed, you agree that the Company shall make this letter publicly available as required by the law.

Yours sincerely,

For Panasonic Energy India Co. Ltd.

S.K. Khurana  
Chairman & Managing Director



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I have read and agree to the above terms regarding my appointment as an independent non-executive director.

Signature

Name: Mayur Swadia  
DIN: 01237189

Date: October 29 2014

Place: Vadodara