

Panasonic Energy India Co. Ltd.



G.I.D.C., Makarpura, P.B.No. : 719, Vadodara-390 010, Gujarat- India.
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ISO 9001: 2008 & ISO 14001: 2004 Certified Company

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for appointment of Mr. Mikio Morikawa as Chairman & Managing Director of the Company is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning the item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s. Vijay Bhatt & Co., Company Secretaries, Vadodara, (Membership No. 4900 & Certificate of Practice No.2265), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Saturday, October 15, 2016 (5.00 PM IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' appearing on the reverse of Postal Ballot Form. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced on Tuesday, October 18, 2016, at the Registered Office of the Company. The result would also be displayed alongwith the Scrutinizer's report on the Company's website www.panasonicenergyindia.in and The Bombay Stock Exchange.

Resolution by means of Postal Ballot

To consider and, if thought fit, to give assent / dissent to the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 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 subject to the approval of the Central Government, if any required, the consent of the Members be and is hereby accorded to the appointment of Mr. Mikio Morikawa (DIN 02611904) as Chairman & Managing Director of the Company for a period effective from August 01, 2016 uptill September 30, 2019 on such terms and conditions and remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the aggregate of salary, perquisites, benefits, allowances and other payments, if any, paid to Mr. Morikawa in any financial year as detailed in the explanatory statement herein below shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act for the time being in force. “

“**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to vary and alter the terms and conditions of the said appointment and to increase, augment and/or vary the remuneration to be paid and provided from time to time to Mr. Morikawa so long as it falls within the limits prescribed under the provisions of section 197 read with schedule V of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** any Director and Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approvals/sanctions of the Government and/ or other authorities/ agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolutions.”

By Order of the Board

Place: Vadodara
Date: September 05, 2016

Susheela Maheshwari
Company Secretary

Notes

1. The statement pursuant to Section 102(1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members /List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Thursday, September 08, 2016. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelope.
3. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
4. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an email to company.secretary@in.panasonic.com. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
6. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. The instructions for electronic voting are appearing on the reverse of the Postal Ballot Form.
7. A Member cannot exercise his / her vote through proxy on postal ballot.
8. The last date of receipt of the Business Reply Envelope with Postal Ballot Form, i.e. Saturday, October 15, 2016, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Mr. Mikio Morikawa had been inducted on the Board of the Company effective from July 01, 2015. He was supposed to take over from Mr. S. K. Khurana, the then Chairman & Managing Director of the Company w.e.f. October 01, 2016. Accordingly, the Members have also approved his appointment as Managing Director of the Company in the Annual General Meeting held on July 28, 2016. But in the Board meeting held later on the same day, Mr. S. K. Khurana had placed his resignation which was effective from July 31, 2016 after office hours. Consequent to resignation of Mr. Khurana, the Board had appointed Mr. Morikawa as Chairman & Managing Director of the Company w.e.f. August 01, 2016 to September 30, 2019 subject to the approval of Members and Central Government.

Since Mr. Morikawa is not complying with clause (e) of Part I of Schedule V of the Companies Act, 2013 (he is not resident in India), the Company shall make an application to the Central Government in due course for his appointment as Chairman & Managing Director.

Mr. Morikawa aged 53 is an Industrial Engineer from Waseda University, Tokyo, Japan. He has over 30 years of rich and exhaustive experience in the battery Industry and has held senior management and top leadership roles in global battery business of Panasonic including heading their battery operations in USA.

Mr. Morikawa was Managing Director of Panasonic Energy Tanzania Co. Ltd. prior to joining Panasonic Energy India Co. Ltd. as Chairman & Managing Director.

The approval of the members is being sought to the terms and conditions as stipulated for the appointment of Mr. Morikawa as Chairman & Managing Director and the remuneration payable to him. The terms and conditions proposed (fixed by the Board of Directors at their meeting held on July 28, 2016 based on the recommendation of Nomination and Remuneration Committee) are keeping in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that of the Chairman & Managing Director.

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

A. Salary (per month)

Sr. No.	Particulars	Amount (in ₹)
1	Basic Salary	2,32,935
2	Special Allowance	5,43,516
3	* Tax Allowance	1,02,522
4	PF Allowance	12% of Basic Salary

*(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
- 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.

Mr. Morikawa is directly concerned and interested in this resolution, as it relates to the terms of his appointment and remuneration. Except Mr. Morikawa no other Director/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested in the resolution set out in the Notice.

The Board recommends the Ordinary Resolution set out in the Notice for approval by the Members.

All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the notice, up to the date of last date of voting i.e. Saturday, October 15, 2016.

By Order of the Board

Place: Vadodara
Date: September 05, 2016

Susheela Maheshwari
Company Secretary