

Panasonic India Pvt. Ltd.

12th Floor, Ambience Tower, Ambience Island,
NH-8, Gurgaon, Haryana – 122002, India.
Tel.: +91-124-4751300
Fax: +91-124-4751333

NOTICE OF EXTRAORDINARY GENERAL MEETING

Pursuant to provisions of Section 101 of the Companies Act, 2013 read with general circular no. 14/2020, dated 08 April, 2020, notice is hereby given that an Extraordinary General Meeting (“EGM”) of the members of Panasonic India Private Limited (the “Company”) will be held on Monday, May 11, 2020 at 11:30 AM through video conferencing (“VC”), to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ALTERATION OF OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for alteration of the objects clause of the Memorandum of Association (“MOA”) of the Company, by inserting the following clauses after clause 12 of main object clause of MOA of the Company:

- 13) *To carry on the business of designing, developing, operation, consultation and maintenance of online and off-line systems, processes, content, courses, digital learning platforms through web link based applications, websites or mobile applications or software’s for the purpose of imparting technical education in the field of electric mobility, machine learning/AI, internet of things (IOT);*
- 14) *To carry on the business and act as consultant, operators, advisors, service provider to develop, provide, undertake, design, import, export, distribute and deal in various technology platforms and programmes supporting the students, aspirants, Universities and educational partners to upskill and reskill on new technology areas and/or preparing for various graduate and/or post graduate competitive examination;*
- 15) *To distribute, sell, export, import, deal, operate and deliver such technology platforms and courses to students/aspirants both digitally through virtual classes and offline at Institute premises or, B2B Corporate offices; engage or appoint various industry experts, field experts, education partners as faculties or guests; impart relevant industry use-cases and live projects, prepare, make available, provide access to various mock test papers to students, aspirants;*

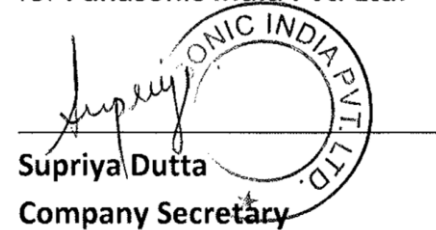
Panasonic India Pvt. Ltd.

12th Floor, Ambience Tower, Ambience Island,
NH-8, Gurgaon, Haryana – 122002, India.
Tel.: +91-124-4751300
Fax: +91-124-4751333

- 16) *To establish, maintain, conduct, technical, hardware and/or software training centres /digital platforms and programming; fee based education platforms/ centres in the given technology education sector including by physical, electronic and online means and related areas and to make such investments and provide technology and technical assistance;*
- 17) *To plan, design, develop, sponsor, arrange, hold, conduct, deliver, organise meetings, conferences, lectures, programmes, presentations and participate in seminars, exhibitions, educational courses and training programmes and other related activities, including those organised by others, and to sponsor, award, in compliance with laws, certification/proof of completion, give accreditations, prizes, scholarships, grants, awards or alike activities thereof;*
- 18) *To promote and disseminate knowledge, create awareness and provide a common forum of interaction amongst academicians, professionals and government /private institutes/schools, universities, establish effective co-ordination, to organise training courses and special programmes to impart technical hardware/software training, education programmes, online, distinct, correspondence courses, coaching classes.*

RESOLVED FURTHER THAT the Board of the Directors and Ms. Supriya Dutta, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

for **Panasonic India Pvt. Ltd.**


Supriya Dutta
Company Secretary

Place: Osaka, Japan
Date: May 04, 2020

M. No.: A29930
Add: 10/2, First Floor, Old Rajinder Nagar,
New Delhi-60

Panasonic India Pvt. Ltd.

12th Floor, Ambience Tower, Ambience Island,
NH-8, Gurgaon, Haryana – 122002, India.
Tel.: +91-124-4751300
Fax: +91-124-4751333

NOTES:

1. **THIS EGM WILL BE HELD THROUGH VC FACILITY, WHERE PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, HENCE THERE IS NO REQUIREMENT OF APPOINTMENT OF PROXIES. ACCORDINGLY, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR SUCH MEETING.**
2. Pursuant to provisions of section 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the EGM held through VC facility.
3. Members or participants having any question on agenda item proposed in the notice of EGM are requested to send their queries at least one day prior to the date of EGM at Supriya.Dutta@in.panasonic.com, to enable the Company to collect the relevant information and redress the queries.
4. Members or participants can join the EGM held through VC facility, by following the below procedure:
An invite with MS Teams link will be separately sent to all members. Members can click on the link and join the meeting,
5. VC facility will allow two way teleconferencing or webex for the ease of participation of the members and other participants.
6. The facility for joining the meeting will be kept open at least 15 minutes before the time scheduled to start the meeting and will not be closed till the expiry of 15 minutes after such scheduled time.
7. The Chairman shall be appointed in accordance with the Section 104 of the Act read with the general circular No. 14/2020, dated 08 April, 2020.
8. Members are requested to update their preferred e-mail ids with the Company which will be used for the purpose of sending the official documents through e-mail.
9. During the EGM held through VC facility, where a poll on any item is required, the members shall cast their vote on the resolution only by sending emails through their email address which are registered with the Company. The said emails shall only be sent to the designated email address of the Company i.e., Supriya.Dutta@in.panasonic.com.
10. In case of any queries or grievances relating to VC facility, the members/ beneficial owners may contact Ms. Supriya Dutta, Company Secretary at Supriya.Dutta@in.panasonic.com, +91 9650015461.

Panasonic India Pvt. Ltd.

12th Floor, Ambience Tower, Ambience Island,
NH-8, Gurgaon, Haryana – 122002, India.
Tel.: +91-124-4751300
Fax: +91-124-4751333

11. Documents referred to in the notice of are sent along with the EGM notice vide email and will also be available for the members at the meeting through VC facility.
12. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
13. A copy of the notice of EGM is also displayed on the website of the Company *i.e.* <https://www.panasonic.com/in>
14. The meeting shall be convened at a shorter notice with the consent in writing from the Members as per Section 101(1) of the Companies Act, 2013.

Panasonic India Pvt. Ltd.

12th Floor, Ambience Tower, Ambience Island,
NH-8, Gurgaon, Haryana – 122002, India.
Tel.: +91-124-4751300
Fax: +91-124-4751333

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

ITEM NO. 1

ALTERATION OF OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company proposes to undertake business activities in education sector including, inter alia, the activity of designing, developing digital learning platforms to support the students, aspirants, universities and educational partners to upskill and reskill on new technology areas.

Therefore, it is proposed to alter the objects under the object clause of the Memorandum of Association of the Company, by inserting the following new clauses after the existing clause 12 of main object clause of Memorandum of Association of the Company:

- 13) *To carry on the business of designing, developing, operation, consultation and maintenance of online and off-line systems, processes, content, courses, digital learning platforms through web link based applications, websites or mobile applications or software's for the purpose of imparting technical education in the field of electric mobility, machine learning/AI, internet of things (IOT);*
- 14) *To carry on the business and act as consultant, operators, advisors, service provider to develop, provide, undertake, design, import, export, distribute and deal in various technology platforms and programmes supporting the students, aspirants, Universities and educational partners to upskill and reskill on new technology areas and/or preparing for various graduate and/or post graduate competitive examination;*
- 15) *To distribute, sell, export, import, deal, operate and deliver such technology platforms and courses to students/aspirants both digitally through virtual classes and offline at Institute premises or, B2B Corporate offices; engage or appoint various industry experts, field experts, education partners as faculties or guests; impart relevant industry use-cases and live projects, prepare, make available, provide access to various mock test papers to students, aspirants;*
- 16) *To establish, maintain, conduct, technical, hardware and/or software training centres/digital platforms and programming; fee based education platforms/centres in the given technology education sector*

Panasonic India Pvt. Ltd.

12th Floor, Ambience Tower, Ambience Island,
NH-8, Gurgaon, Haryana – 122002, India.
Tel.: +91-124-4751300
Fax: +91-124-4751333

including by physical, electronic and online means and related areas and to make such investments and provide technology and technical assistance;

- 17) *To plan, design, develop, sponsor, arrange, hold, conduct, deliver, organise meetings, conferences, lectures, programmes, presentations and participate in seminars, exhibitions, educational courses and training programmes and other related activities, including those organised by others, and to sponsor, award , in compliance with laws, certification/proof of completion, give accreditations, prizes, scholarships, grants, awards or alike activities thereof;*
- 18) *To promote and disseminate knowledge, create awareness and provide a common forum of interaction amongst academicians, professionals and government /private institutes/schools, universities, establish effective co-ordination, to organise training courses and special programmes to impart technical hardware/software training, education programmes, online, distinct, correspondence courses, coaching classes.*

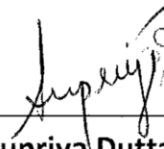

The updated copy of the Memorandum of Association of the Company together with the proposed alterations is sent along with the EGM notice and will also be available for the members at the EGM held through VC facility.

Pursuant to Section 4 and 13 the Companies Act, 2013, alteration of the object clause requires approval of the members of the Company by way of passing special resolution to that effect.

The Directors recommend the resolution set out under item no. 1 of the notice for the approval of the members.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

for **Panasonic India Pvt. Ltd.**



Supriya Dutta
Company Secretary

M. No.: A29930

**Add: 10/2, First Floor, Old Rajinder Nagar,
New Delhi -60**

Place: Osaka, Japan
Date: May 04, 2020

Panasonic India Pvt. Ltd.

12th Floor, Ambience Tower, Ambience Island,
NH-8, Gurgaon, Haryana – 122002, India.
Tel.: +91-124-4751300
Fax: +91-124-4751333

PANASONIC INDIA PRIVATE LIMITED

CIN: U51395HR2006PTC064080

Regd. Office: 12th Floor, Ambience Tower, Ambience Island, NH-8, Gurugram, Haryana- 122002, India

ADMISSION SLIP

Members are requested to present this form for attending the EGM, duly signed in accordance with their specimen signatures registered with the Company during the meeting through Video Conferencing (VC).

Regd. Folio No.		No. of Shares	
-----------------	--	---------------	--

Name(s) and address of the member in full

I/we hereby record my / our presence at the Extraordinary General Meeting of the Company being held on Monday, 11th May, 2020 at 11:30 am through video conferencing.

Please (✓) in the box

MEMBER PROXY

Signature of Member / Proxy

Note: Attendance of the members through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.