



PANASONIC APPLIANCES INDIA CO. LTD.,

(formerly Panasonic Home Appliances India Co. Ltd.)

Corporate Office : 21-C, South Phase, 5th Cross Street, Guindy Industrial Estate, Guindy, Chennai - 600 032.

Phone: +91-44-22258701 Fax: +91-44-22258730 E-mail: info@panasonicindia.in

Website: www.panasonicappliances.in, www.21timesbetter.com

DECLARATION OF RESULT OF E-VOTING AND POLL CONDUCTED AT THE 26th ANNUAL GENERAL MEETING HELD ON 29th SEPTEMBER, 2014

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 26th Annual General Meeting (AGM). The e-voting was open from 22nd September, 2014 to 24th September, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 26th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Rabi Narayan Pal, Practising Company Secretary as the Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received up to 6.00 P.M on September 24th, 2014 and poll received till the conclusion of the meeting and submitted their Report on 30th September, 2014.

The Consolidated Results as per the Scrutinizer' Report dated 30th September, 2014 is as follows:

SN o	Items	Resolution required (Ordinary/Special)	Mode of voting (show of hands/poll/postal ballot/e- voting)	Voting Results
1.	Adoption of Financial Statements for the year ended March 31, 2014	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
2.	Re-appointment of Mr. Harshad Reddy (DIN: 02364798) who retires by rotation	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
3.	Appointment of M/s. Brahmayya & Co., Chartered Accountants as Auditors of the Company	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
4.	Appointment of Mr. K. Subramanian (DIN: 00019088) as an Independent Director	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
5.	Appointment of Mr. Ajit. G. Nambiar (DIN: 00228857) as an Independent Director	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
6.	Appointment of Mr. A. Raghavendra Rao (DIN: 00171736) as an Independent Director	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
7.	Approval of Borrowing Limit upto Rs. 75 crores and creation of charges	Special	E-voting & Poll	The resolution was passed with requisite majority
8.	Approval to keep the Register of Members and related documents at a place other than the Registered Office of the Company	Special	E-voting & Poll	The resolution was passed with requisite majority

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 26th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Panasonic

Regd. Office & Factory : N.H. No. 5, Sholavaram Village, Ponneri Taluk, Chennai - 600 067.

Phone: 2633 0133, 2633 0397. Fax: 91-44-2633 0132.

CIN : L30007TN1988PLC016184



Rabi Narayan & Associates
Company Secretaries

**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR M/s.PANASONIC APPLIANCES INDIA CO LTD
[CIN-L30007TN1988PLC016184]**

To

Mr.A.Raghavendra Rao

The Chairman, 26th Annual General meeting of the Equity Shareholders of Panasonic Appliances India Co Limited [CIN-L30007TN1988PLC016184] held on Monday, the September 29, 2014 at 10.15 a.m. at Mahaswamy Auditorium, Vani Mahal, # 103, G.N.Chetty Road, T.Nagar, Chennai, 600017

Sub: Passing of resolutions through Electronic Voting and Poll conducted at the 26th Annual General meeting of the Equity Shareholders of Panasonic Appliances India Co Limited held on Monday, the September 29, 2014 at 10.15 a.m. at Mahaswamy Auditorium, Vani Mahal, # 103, G.N.Chetty Road, T.Nagar, Chennai, 600017.

The Board of Directors the Company, at its meeting held on July 21, 2014 had appointed me as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between September 22, 2014 at 09.00 A M to September 24, 2014 at 6.00 P.M and the poll was conducted at the venue of the 26th AGM of the Company held on September 29, 2014.

The Company had appointed National Securities Depository Limited., (NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Monday September 22, 2014 09:00 A.M till Wednesday September 24, 2014 6:00 P.M. The e-voting results were unblocked by me after the completion of E-voting on September 25, 2014 in the presence of two witnesses. For further details, refer our Scrutinizer's Report dated September 27, 2014 attached herewith.

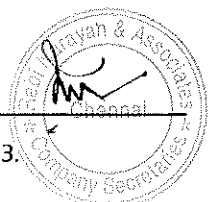
At the 26th AGM of the Company held on September 29, 2014, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:

Item No.1 (Ordinary Resolution): Adoption of Financial Statements for the year ended March 31, 2014

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	5632512	86.9221	Nil	NA
Poll	847242	13.0748	200	0.0031
TOTAL	6479754	99.9969	200	0.0031

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST and accordingly the resolution is passed as an **ORDINARY RESOLUTION**.



Item No.2 (Ordinary Resolution): Re-appointment of Mr. Harshad Reddy (DIN:02364798)who retires by rotation

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	5632512	86.9221	Nil	NA
Poll	847242	13.0748	200	0.0031
TOTAL	6479754	99.9969	200	0.0031

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST and accordingly the resolution is passed as an **ORDINARY RESOLUTION**.

Item No.3 (Ordinary Resolution): Appointment of M/s Brahmayya and Co., Chartered Accounts as Auditors of the Company.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	5632512	86.9208	Nil	NA
Poll	847342	13.0761	200	0.0031
TOTAL	6479754	99.9969	200	0.0031

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST and accordingly the resolution is passed as an **ORDINARY RESOLUTION**.

Item No.4 (Ordinary Resolution): Appointment of Mr. K.Subramanian(DIN:0019088) as an Independent Director

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	5632506	86.9220	06	00.0000
Poll	847342	13.0764	100	00.0016
TOTAL	6479848	99.9984	106	0.0016

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST and accordingly the resolution is passed as an **ORDINARY RESOLUTION**.

Item No.5 (Ordinary Resolution): Appointment of Mr.Ajit G Nambiar [00228857], as an Independent Director

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	5632512	86.9221	Nil	NA
Poll	847242	13.0748	200	00.0031
TOTAL	6479754	99.9969	200	0.0031



The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST and accordingly the resolution is passed as an **ORDINARY RESOLUTION**.

Item No.6 (Ordinary Resolution): Appointment of Mr.A.Raghavendra Rao (DIN:00171736) as an Independent Director

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	5632508	86.9234	06	00.0000
Poll	847242	13.0750	100	00.0016
TOTAL	6479750	99.9984	106	0.0016

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST and accordingly the resolution is passed as an **ORDINARY RESOLUTION**.

Item No.7 (Special Resolution): Approval of Borrowing Limit upto Rs.75 Crores and creation of charges.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	5632489	86.9217	25	00.0004
Poll	847342	13.0764	100	00.0015
TOTAL	6479831	99.9981	125	0.0019

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST and accordingly the resolution is passed as a **SPECIAL RESOLUTION**.

Item No.8 (Ordinary Resolution): Approval to keep the Register of Members and related documents at a place other than the Registered Office of the Company.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	5632312	86.9190	200	00.0031
Poll	847342	13.0764	100	00.0015
TOTAL	6479654	99.9954	300	0.0046

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST and accordingly the resolution is passed as a **SPECIAL RESOLUTION**.



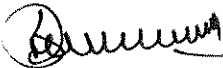
Note : Out of Eighteen (18) members present and voted in the meeting one of the shareholder holding One Hundred (100) equity shares has abstained from voting with regard to Item No.6 of the Resolution in the Annual General meeting held on September 29, 2014

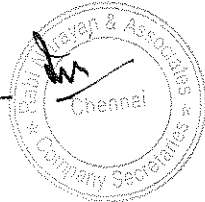
Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
One (01)	005

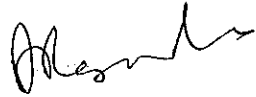
We hereby confirm that, we are maintaining the Registers received from the Registrar and- Share Transfer Agent both electronically and manually, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company.

For Rabi Narayan & Associates
Company Secretaries


Rabi Narayan Pal
Partner
FCS:4993 / C.P.No : 3480



Signature _____


Mr.A.Raghavendra Rao
The Chairman, 26th Annual General meeting of
the Equity Shareholders

Place : Chennai
Date : September 30, 2014