



# PANASONIC APPLIANCES INDIA CO. LTD.,

(formerly Panasonic Home Appliances India Co. Ltd.)

Corporate Office : No.135, 1st Floor, Nagi Reddy Thottam, Thiru.Vi.Ka Industrial Estate, Ekkattuthangal, 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 27<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 29<sup>TH</sup> SEPTEMBER, 2015

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Members/proxies were provided with the facility to cast their votes through remote e-voting, physical ballot and electronic voting during the General Meeting on the following Resolutions proposed to be passed at the 27<sup>th</sup> Annual General Meeting held on September 29, 2015;

1. Adoption of Financial Statements for the year ended March 31, 2015.
2. Appointment of M/s. BSR & Co. LLP, Chartered Accountants as Auditors of the Company in the place of retiring auditors.
3. Appointment of Mr. Yosuke Matsunaga (DIN: 07165780) as Director liable to retire by rotation.
4. Re-appointment of Mr. Hidenori Aso (DIN: 00158246) as Managing Director.

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 5.00 P.M on September 28, 2015 and poll received till the conclusion of the meeting and submitted their Report on October 1, 2015.

The Consolidated Results as per the Scrutinizer' Report dated October 1, 2015 is as follows:

S. No	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, 2015.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
2	Appointment of M/s. BSR & Co. LLP, Chartered Accountants as Auditors of the Company in the place of retiring auditors	Special	E-voting & Poll	The resolution was passed with requisite majority
3	Appointment of Mr. Yosuke Matsunaga (DIN: 07165780) as Director liable to retire by rotation.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
4	Re-appointment of Mr. Hidenori Aso (DIN: 00158246) as Managing Director	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 27<sup>th</sup> Annual General Meeting of the Company have been duly approved by the shareholders with requisite majority. .

For Panasonic Appliances India Co. Ltd

Sd/-  
A.Raghavendra Rao  
Chairman  
27<sup>th</sup> Annual General Meeting

Place: Chennai  
Date: October 1, 2015

# 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

## REPORT OF SCRUTINIZER

Form No. MGT-13

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(xi) and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To

**The Chairman,**

**27<sup>th</sup>** (Twenty Seventh) Annual General Meeting of the Equity Shareholders of **PANASONIC APPLIANCES INDIA COMPANY LIMITED [CIN-L30007TN1988PLC016184]** held on Tuesday, September 29, 2015 at 10:30 A.M at Mahaswamy auditorium, Vani Mahal, No:103, G.N Chetty Road,T.Nagar,Chennai-600017

Dear Sir,

I, Mr. Rabi Narayan Pal, Partner of Rabi Narayan & Associates, Company Secretaries, having office at No.14/20,First Floor, Srinivasa Pillai Street,West Mambalam,(Near Satyanarayana Temple) Chennai-600033, appointed as Scrutinizer by the Board of Directors of the **PANASONIC APPLIANCES INDIA COMPANY LIMITED** (the Company) for the purpose of scrutinizing remote e-voting process in a fair and transparent manner and for the purpose of poll taken in respect of the below mentioned resolutions at the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on 29<sup>th</sup> September 2015, at 10:30 A.M at Mahaswamy auditorium, Vani Mahal, No:103, G.N Chetty Road,T.Nagar,Chennai-600017, submit my report as under:

1. In accordance with the Notice of the 27<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 07<sup>th</sup> September 2015 the remote e-voting opened at 09.00 AM on 26<sup>th</sup> September 2015 and remained open up to 05.00 PM on 28<sup>th</sup> September 2015.
2. The Company had sent Annual Reports to 5242 shareholders by way of Speed Post and 17 shareholders by way of e-mail.



3. The Equity Shareholders holding shares as on September 23, 2015, "**cut off date**", were entitled to vote on the resolutions stated in the Notice of the 27<sup>th</sup> Annual General Meeting of the Company.
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on September 28, 2015 at 05.00 P.M, the NSDL portal was blocked for voting.
5. The List of share holders who cast their votes through remote e voting were unblocked in the presence of two witnesses on the September 29, 2015.
6. At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 19-03-2015.
7. The Polling papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. After the time fixed for closing of the poll by the Chairman, Two (02) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
8. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / M/s.Integrated Enterprises (India) Limited, the Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company.
9. On the conclusion of the Annual General Meeting, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned. The e-voting results were downloaded from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>). The votes cast through remote e-voting and through ballot in the venue of the Annual general meeting were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules.
10. The results of the remote e-voting and Poll at the AGM are as per **Annexure – A.**



11. For your information, details of the polling done through remote e-voting are given in **Annexure - B**, the details of polling done by members present at the Annual General Meeting are given in **Annexure - C** and a summary of all the ballots received is given in **Annexure - D**.
12. I report that all the resolutions stand passed with the requisite majority. The company is hereby instructed to put up the results on its website and also that of the service provider.
13. A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
14. The poll papers and all other relevant records were sealed and handed over to Mr. A. Raghavendra Rao, Chairman of the Annual General Meeting.
15. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman/ Company Secretary of the company, once the Minutes are approved and signed.

Thanking you

Yours faithfully



Signature: \_\_\_\_\_

**Name: Rabi Narayan Pal**  
**C.P.No.3480/ FCS-4993**

**Place: Chennai**  
**Date : October 01, 2015**

Countersigned by  
For **PANASONIC APPLIANCES INDIA COMPANY LIMITED**

**A. Raghavendra Rao**  
Chairman of the AGM

**Annexure – A**

**PANASONIC APPLIANCES INDIA COMPANY LIMITED – COMBINED RESULT OF E-VOTING AND POLL AT AGM**

S.I no	Res No.	Resolution	E-Voting		Poll at AGM		Total		Result
			For	Against	For	Against	For	Against	
		<b>Ordinary Business</b>							
1	1	Adoption of financial statements, Reports of the Directors and the Auditors thereon for the year ended 31st March 2015.	9140761	-	315	350	9141076	350	Passed with requisite majority
2	2	To appoint M/s.BSR & Co. LLP, Chartered Accountants, (Firm Registration No.101248W/W-100022)as Auditors of the Company in place of M/s.Brahmayya & Co., Chartered Accountants, the retiring Statutory Auditors.	9140761	-	313	352	9141074	352	Passed with requisite majority
		<b>Special Business ( Ordinary Resolution)</b>							
3	3	Re-Appointment of Mr. Yosuke Matsunaga as Director(DIN: 07165780), who retires by rotation.	9140761	-	315	350	9141076	350	Passed with requisite majority
		<b>Special Business (Special Resolution)</b>							
4	4	To approve Re-appointment of Mr. Hidenori Aso (DIN: 00158246) as managing director.	9140761	-	565	100	9141326	100	Passed with requisite majority



## Annexure - B

**PANASONIC APPLIANCES INDIA COMPANY LIMITED - E-VOTING RESULT**

Resolution	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Adoption of financial statements, Reports of the Directors and the Auditors thereon for the year ended 31st March 2015	05	9140761	05	9140761	-	-	-	-
To appoint M/s.BSR & Co. LLP, Chartered Accountants, (Firm Registration No.101248W/W-100022) as Auditors of the Company in place of M/s.Brahmayya & Co., Chartered Accountants, the retiring Statutory Auditors.	05	9140761	05	9140761	-	-	-	-
Re-Appointment of Mr. Yosuke Matsunaga as Director(DIN: 07165780), who retires by rotation.	05	9140761	05	9140761	-	-	-	-
To approve Re-appointment of Mr. Hidenori Aso (DIN: 00158246) as managing director.	05	9140761	05	9140761	-	-	-	-



## Annexure – C

**PANASONIC APPLIANCES INDIA COMPANY LIMITED – POLL AT AGM**

Resolution	Polling Paper Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Adoption of financial statements, Reports of the Directors and the Auditors thereon for the year ended 31st March 2015	34	665	31	315	03	350	-	-
To appoint M/s.BSR & Co. LLP, Chartered Accountants, (Firm Registration No.101248W/W-100022)as Auditors of the Company in place of M/s.Brahmayya & Co., Chartered Accountants, the retiring Statutory Auditors.	34	665	30	313	04	352	-	-
Re-Appointment of Mr. Yosuke Matsunaga as Director(DIN: 07165780), who retires by rotation.	34	665	31	315	03	350	-	-
To approve Re-appointment of Mr. Hidenori Aso (DIN: 00158246) as managing director.	34	665	33	565	01	100	-	-



**ANNEXURE- D**

**SUMMARY OF VOTES POLLED AT E-VOTING AND POLL AT THE AGM**

Res No.	Type of Voting	Ballots Received	Total Shares	Favour		Against		Invalid		% Shares polled in favour
				Ballots	Shares	Ballots	Shares	Ballots	Shares	
1	E- Voting	05	9140761	05	9140761	-	-	-	-	100%
	Poll at AGM	34	665	31	315	03	350	-	-	47.37%
<b>Total</b>		<b>39</b>	<b>9141426</b>	<b>36</b>	<b>9141076</b>	<b>03</b>	<b>350</b>	-	-	<b>99.99%</b>
2	E- Voting	05	9140761	05	9140761	-	-	-	-	100%
	Poll at AGM	34	665	30	313	04	352	-	-	47.06%
<b>Total</b>		<b>39</b>	<b>9141426</b>	<b>35</b>	<b>9141074</b>	<b>04</b>	<b>352</b>	-	-	<b>99.99%</b>
3	E- Voting	05	9140761	05	9140761	-	-	-	-	100%
	Poll at AGM	34	665	31	315	03	350	-	-	47.37%
<b>Total</b>		<b>39</b>	<b>9141426</b>	<b>36</b>	<b>9141076</b>	<b>03</b>	<b>350</b>	-	-	<b>99.99%</b>
4	E- Voting	05	9140761	05	9140761	-	-	-	-	100%
	Poll at AGM	34	665	33	565	01	100	-	-	84.96%
<b>Total</b>		<b>39</b>	<b>9141426</b>	<b>38</b>	<b>9141326</b>	<b>01</b>	<b>100</b>	-	-	<b>99.99%</b>

