



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 28th ANNUAL GENERAL MEETING HELD ON 21ST DECEMBER, 2016

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 28th Annual General Meeting held on December 21, 2016;

1. Adoption of Financial Statements for the year ended March 31, 2016.
2. Appointment of Mr. Yosuke Matsunaga (DIN: 07165780) as Director liable to retire by rotation.
3. Appointment of M/s. BSR & Co. LLP, Chartered Accountants as Auditors of the Company.
4. Appointment of Mr. Toshihiro Sakamoto (Din: 07594920) as Director.

The Board of Directors had appointed Mr.M. Alagar, 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 December 20, 2016 and poll received till the conclusion of the meeting and submitted their Report on December 22, 2016.

The Consolidated Results as per the Scrutinizer' Report dated December 22, 2016 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, 2016.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
2	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
3	Appointment of M/s. BSR & Co. LLP, Chartered Accountants as Auditors of the Company.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
4	Appointment of Mr. Toshihiro Sakamoto (Din: 07594920) as Director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority

Note:

Resolution No.5 : Approve the report of Board of Directors on erosion of net worth of the Company as per Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 (Ordinary Resolution).

Ministry of Finance vide Notification S.O. 3568(E) dated November 25, 2016 has notified the Sick Industrial Companies (Special Provisions) Repeal Act, 2003 with effect from December 01, 2016. In view

Panasonic

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CIN : L30007TN1988PLC016184



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of the said Notification, the Chairman after discussion has decided not to take up this item for approval and voting. The said item was dropped from the AGM Agenda.

Based on the consolidated Report of the Scrutinizer, all resolutions as set out in the Notice of 28th Annual General Meeting of the Company have been duly approved by the shareholders with requisite majority. .

For Panasonic Appliances India Co. Ltd

Sd/-
K. Subramanian
Chairman
28th Annual General Meeting

Place: Chennai
Date : December 23, 2016

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REPORT OF THE SCRUTINIZER

The Chairman,
Panasonic Appliances India Company Limited
National Highway No.5,
Sholavaram Village,
Chennai – 600 067

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and voting by ballot paper at the 28th Annual General Meeting of Panasonic Appliances India Company Limited held on Wednesday, December 21, 2016 at 10:00 a.m.

1. I, M. Alagar, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Panasonic Appliances India Company Limited ("the Company") on October 13, 2016, Pursuant to Section 108 of the Companies Act, 2013 (" the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process for passing the items on the agenda as contained in the Notice dated October 13, 2016 and for the purpose of voting by ballot paper taken at the 28th Annual General Meeting("AGM") of the Equity Shareholders of the Company.
2. The Notice dated October 13, 2016 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.
3. The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL), for conducting e-voting, to enable the members to exercise their right to vote by electronic means.
4. The Company had also provided the facility for voting through ballot paper to the shareholders present at the AGM and who had not cast their vote through remote e-voting facility. The Shareholders of the Company holding shares as on the "Cut-off" date of i.e. Thursday, December 15, 2016 were entitled to vote on the resolutions as set out in the AGM Notice.
5. The remote e-voting commenced on Sunday, December 18, 2016 at 9:30 a.m.(IST) and ended on Tuesday, December 20, 2016 at 5:00 p.m.(IST) and members were requested to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary/Special Resolutions, on e-Voting platform provided by NSDL, and thereafter the NSDL e-voting platform was blocked.



6. At the 28th AGM, after declaration of voting by use of ballot paper by the chairman, ballot box were locked and kept for voting duly marked by identification mark placed by me. The ballot box subsequently on close of voting hours, were opened in the presence of Ms. S.Rukmani and Ms. N. Ramya Devi, who are not the employees of the company and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by me. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents ("the RTA") of the Company and the authorizations/proxies lodged with the Company.
7. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were counted first.
8. The votes on remote e-voting were unblocked thereafter, in the presence of Ms. S.Rukmani and Ms. N. Ramya Devi, who are not the employees of the company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of "NDSL" (<https://www.evoting.nsdl.com>) and the same are being handed over to the Chairman.
9. The total vote cast in favour or against all the resolution proposed in the Notice of the AGM are as under:
- A. Resolution No.1 To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	9217992	9217992	0
2.	Total of number of valid votes – by ballot paper at AGM	234	134	100
3.	Total of above (1+2)	9218226	9218126	100
4.	% of valid votes cast		100.00%	0.00

- B. Resolution No.2 - To appoint a Director in place of Mr. Yosuke Matsunaga (DIN: 07165780) who retires by rotation and being eligible, offers himself for re-appointment.

S.No	Particulars	TOTAL	Assent	Dissent
1.	Total number of valid votes - e-voting	9217992	9217992	0
2.	Total of number of valid votes – by ballot paper at AGM	234	134	100
3.	Total of above (1+2)	9218226	9218126	100
4.	% of valid votes cast		100.00%	0.00



- C. Resolution No.3 - To ratify the appointment of the auditor of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution :

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	9217992	9217992	0
2.	Total of number of valid votes -- by ballot paper at AGM	234	134	100
3.	Total of above (1+2)	9218226	9218126	100
4.	% of valid votes cast		100.00%	0.00

- D. Resolution No.4 – Appointment of Mr. Toshihiro Sakamoto (DIN:- 07594920) as an Non – Executive Director of the Company (Ordinary Resolution) is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	9217992	9217992	0
2.	Total of number of valid votes -- by ballot paper at AGM	234	134	100
3.	Total of above (1+2)	9218226	9218126	100
4.	% of valid votes cast		100.00%	0.00

- E. Resolution No.5 – To Approve the report of Board of Director on erosion of net worth of the Company as per Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 (Ordinary Resolution):

Ministry of Finance vide Notification S.O. 3568(E) dated November 25, 2016 has notified the Sick Industrial Companies (Special Provisions) Repeal Act, 2003 with effect from December 01, 2016. In view of the said notification the Chairman after discussion has decided not to take up this item for approval and voting.

You may accordingly declare the result of the e-voting and voting by ballot paper.




The Register, all other papers and relevant records relating to remote e-voting and voting by ballot paper at the 28th AGM shall remain in the safe custody until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours truly,

For M.Alagar & Associates


M.Alagar
F.C.S. – 7488 C.P No. 8196



Date: December 22, 2016
Place: Chennai