



# 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 29<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 22<sup>ND</sup> SEPTEMBER, 2017

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 and physical ballot. During the Annual General Meeting the following Resolutions have passed:

1. Adoption of financial statements, report of directors and auditors for the year ended March 31, 2017.
2. Appointment of Mr. Toshihiro Sakamoto (DIN: 07594920) as director liable to retire by rotation.
3. Ratification of appointment of M/s. BSR & CO. LLP, Chartered Accountants as auditors of the company.
4. Appointment of Mr. Kiyoshi Otaki (DIN: 03155206) as director.

The Board of Directors had appointed Mr. M. Alagar, Practicing 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 21<sup>st</sup> September, 2017 and poll received till the conclusion of the meeting and submitted their Report on 22<sup>nd</sup> September, 2017.

The Consolidated Results as per the Scrutinizer' Report dated 22<sup>nd</sup> September, 2017 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, report of directors and auditors for the year ended March 31, 2017	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
2.	Appointment of Mr. Toshihiro Sakamoto (DIN: 07594920) as director liable to retire by rotation	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
3.	Ratification of 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. Kiyoshi Otaki (DIN: 03155206) as director	Ordinary	E-voting & Poll	The resolution was passed 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: U30007TN1988PLC016184



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Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 29<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

**For Panasonic Appliances India Co. Ltd**

S/d-  
K. Subramanian  
Chairman  
29th Annual General Meeting

**Place: Chennai**

**Date: September 23, 2017**

**Panasonic**

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**CONSOLIDATED REPORT OF THE SCRUTINIZER**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

**To,**  
**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 29<sup>th</sup> Annual General Meeting of Panasonic Appliances India Company Limited held on Friday, September 22, 2017 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 July 24, 2017, 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 July 24, 2017 and for the purpose of voting by ballot paper taken at the 29<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company.**
- 2. The Notice dated July 24, 2017 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. Saturday, September 16, 2017 were entitled to vote on the resolutions as set out in the AGM Notice.**
- 5. The remote e-voting commenced on Tuesday, September 19, 2017 at 9:00 a.m.(IST) and ended on Thursday, September 21, 2017 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 29<sup>th</sup> 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 Mr. Saravanan and Ms. Jayalakshmi, 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. Totally there were four (4) invalid ballot papers. 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 Mr. Saravanan and Ms. Jayalakshmi, 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, 2017, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon: (Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	9252625	9252625	Nil
2.	Total of number of valid votes - by ballot paper at AGM	213	213	Nil
3.	Total of above (1+2)	9252838	9252838	Nil
4.	% of valid votes cast		100.00	0.00

**B. Resolution No.2 - To appoint a Director in place of Mr. Toshihiro Sakamoto (DIN: 07594920) who retires by rotation and being eligible, offers himself for re-appointment: (Ordinary Resolution)**

S.No	Particulars	TOTAL	Assent	Dissent
1.	Total number of valid votes - e-voting	9252625	9252625	Nil
2.	Total of number of valid votes - by ballot paper at AGM	313	313	Nil
3.	Total of above (1+2)	9252938	9252938	Nil
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	9252625	9252625	Nil
2.	Total of number of valid votes - by ballot paper at AGM	313	213	100
3.	Total of above (1+2)	9252938	9252838	100
4.	% of valid votes cast		99.99	0.01


- D. Resolution No.4 – Appointment of Mr. Kiyoshi Otaki (DIN:- 03155206) as a Non – Executive Director of the Company (Ordinary Resolution) is given below:**

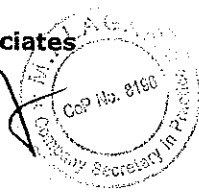
S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	9252625	9252625	Nil
2.	Total of number of valid votes - by ballot paper at AGM	313	298	15
3.	Total of above (1+2)	9252938	9252923	15
4.	% of valid votes cast		100.00	0.00

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 29<sup>th</sup> 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: September 22, 2017  
Place: Chennai