



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

To,

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street, Mumbai – 400 001.

Sub: Non applicability of Para 5.16 (a) of SEBI Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 read with replaced Para 5.16 (a) specified in Para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 in respect of proposed Scheme of Panasonic Appliances India Co. Limited

UNDERTAKING

This is to confirm that the requirement of conducting the meeting of shareholders through postal ballot and e-voting wherein the scheme shall be considered as approved only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it (as stated in Para 5.16 (a) of SEBI Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 read with replaced Para 5.16 (a) specified in Para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013) does not apply to the proposed Scheme of Arrangement of Panasonic Appliances India Co. Ltd due to the following reasons:

- i. No additional shares have been allotted to Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed company, or
- ii. The Scheme of Arrangement does not involve the listed company and any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group, or
- iii. The Scheme of Arrangement does not involve a case where the parent listed company has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the parent listed company and that subsidiary is being merged with the parent listed company under the Scheme.

For PANASONIC APPLIANCES INDIA CO. LTD.,


Tom Antony
C.F.O & Company Secretary

Date: May 30, 2013

Place: Chennai

Panasonic
ideas for life

Regd. Office & Factory : N.H. No. 5, Sholavaram Village, Ponneri Taluk, Chennai - 600 067.
Phone: 2633 0133, 2633 0397. Fax: 91-44-2633 0132.

To,

The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Sub: Non applicability of Para 5.16 (a) of SEBI Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 read with replaced Para 5.16 (a) specified in Para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 in respect of proposed Scheme of Arrangement of Panasonic Appliances India Company Limited

We, **Brahmayya & Co., Chartered Accountants, Statutory Auditors of Panasonic Appliances India Company Limited** have perused the undertaking dated 30th May, 2013, proposed to be given by the Company to the Stock Exchanges in terms of **SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 regarding non-applicability of Para 5.16(a) of the said Circular and certify that Para 5.16(a) (as amended) of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 does not apply to the proposed Scheme of Arrangement of Panasonic Appliances India Company Ltd due to the following reasons:**

- i. No proposal for allotment of additional shares envisaged in the scheme to Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed company, or
- ii. The proposed Scheme of Arrangement does not involve the listed company and any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group, or
- iii. The proposed Scheme of Arrangement does not involve a case where the parent listed company has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/ Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the parent listed company and that subsidiary is being merged with the parent listed company under the Scheme.

As per the information and explanations and other documents produced for our Verification.

For **Brahmayya & Co.,**
Chartered Accountants
Firm Regn No: 000511S



R. N. Prasad
R. Nagendra Prasad
Partner

Membership No. 203377

Place: Chennai
Date : 30th May, 2013