

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 amended)

To,

**The Chairman,
Panasonic Appliances India Company Limited**
Reg off: 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 and voting by ballot paper conducted at the venue of the 31st Annual General Meeting (AGM) of Panasonic Appliances India Company Limited held on Thursday, September 26, 2019 at 10:00 a.m at Obul Reddy Hall, Vani Mahal, No. 103, G.N. Chetty Road, T.Nagar, Chennai – 600017.

1. I, **M. Alagar, Practising Company Secretary (COP No.8196)**, has been appointed as the Scrutinizer by the Board of Directors of **Panasonic Appliances India Company Limited ("the Company")**, pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, to conduct the remote e-voting process for passing the items on the agenda as contained in the AGM Notice dated August 13, 2019 and voting by ballot paper at the venue of the 31st Annual General Meeting ("AGM") of the Equity Shareholders of the Company.
2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to e-voting on the resolutions contained in the Notice calling the AGM.
3. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the National Securities Depository Limited, (NSDL) and vote cast through ballot paper at the venue of the Annual General Meeting.



4. The Company had availed the remote e-voting facility offered by National Securities Depository Limited, (NSDL), for conducting remote e-voting, to enable the members to exercise their right to vote by electronic means.
5. The Company had also provided the facility for voting through ballot paper to the shareholders present at the AGM, who had not cast their vote earlier through remote e-voting facility. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Thursday, September 19, 2019) were entitled to vote on the resolution as set out in the AGM Notice.
6. The remote e-voting commenced on Monday, September 23, 2019, 9:00 AM (IST) and ended on Wednesday, September 25, 2019 at 5:00 PM (IST) and members were requested to cast their votes electronically conveying their Assent or Dissent in respect of the Resolutions on remote e-voting platform provided by NSDL.
7. At the 31st Annual General Meeting, the Chairman announced the availability of Poll by use of ballot paper, ballot box were locked and kept for voting in my presence with due identification marks placed by me. The ballot box was subsequently opened in the presence of Ms. M.Kalpana and Ms. S.Rukmani, 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 lodged with the Company.
8. The polling papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. I found 2 invalid polling papers which were not counted for the results. The votes cast by use of ballots at the meeting were counted first.
9. After counting the votes cast by the members present at the venue of the AGM, through polling papers, the votes cast through remote e-voting were unblocked on September 26, 2019 at 11.30 a.m in the presence of Ms. M.Kalpana and Ms. S.Rukmani who are not the employees of the company.
10. The consolidated e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of "NSDL" (<https://www.evoting.nsdl.com>) and based on votes casted through ballot paper, the results are as under.



Resolution No.1

To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Directors and Auditors thereon **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	12097377	12097375	2
2.	Total of number of valid votes – by Ballot Paper	24	22	2
3.	Total of above (1+2)	12097401	12097397	4
4.	% of valid votes cast		100	-

Resolution No.2

To appoint Mr. Masayuki Sasage (DIN: 08107285) as a Director 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 – remote e-voting	12097377	12097375	2
2.	Total of number of valid votes – by Ballot Paper	26	26	-
3.	Total of above (1+2)	12097403	12097401	2
4.	% of valid votes cast		100	-

Resolution No.3

To appoint Mr. Ganesan Thiagarajan (DIN 08377223) as Director of the Company **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	12097377	12097375	2
2.	Total of number of valid votes – by Ballot Paper	26	26	-
3.	Total of above (1+2)	12097403	12097401	2
4.	% of valid votes cast		100	-



Resolution No.4

To appoint Mr. Ganesan Thiagarajan (DIN 08377223) as Managing Director of the Company **(Special Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	12097377	12097375	2
2.	Total of number of valid votes – by Ballot Paper	26	26	-
3.	Total of above (1+2)	12097403	12097401	2
4.	% of valid votes cast		100	-

Resolution No.5

To appoint Mr. Ken Nakayama (DIN 08377188) as Director of the Company **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	12097377	12097375	2
2.	Total of number of valid votes – by Ballot Paper	26	26	-
3.	Total of above (1+2)	12097403	12097401	2
4.	% of valid votes cast		100	-

Resolution No. 6

To appoint Mr. Ken Nakayama (DIN 08377188) as Executive Director of the Company **(Special Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	12097377	12097375	2
2.	Total of number of valid votes – by Ballot Paper	26	26	-
3.	Total of above (1+2)	12097403	12097401	2
4.	% of valid votes cast		100	-



Resolution No. 7

To re-appoint Mr. K. Subramanian (DIN 00019088) as an Independent Director of the Company (**Special Resolution**)

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	12097377	12097375	2
2.	Total of number of valid votes – by Ballot Paper	26	26	-
3.	Total of above (1+2)	12097403	12097401	2
4.	% of valid votes cast		100	-

Resolution No. 8

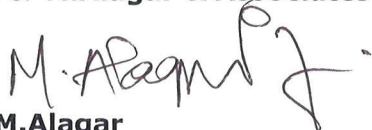
To re-appoint Mr. Ajit Gopal Nambiar (DIN 00228857) as an Independent Director of the Company (**Special Resolution**)

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	12097377	12097375	2
2.	Total of number of valid votes – by Ballot Paper	26	26	-
3.	Total of above (1+2)	12097403	12097401	2
4.	% of valid votes cast		100	-

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

The Register, all other papers and relevant records relating to remote e-voting and ballot papers at the 31st AGM shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman for the safe keeping.

Thanking you,
Yours truly,
For **M.Alagar & Associates**



M.Alagar
F.C.S. – 7488
C.P No. 8196



Date: September 26, 2019
Place: Chennai