

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	L30007TN1988PLC016184
ii)	Registration Date:	09/09/1988
iii)	Name of the Company:	Panasonic Appliances India Company Limited
iv)	Category / Sub – Category of the Company:	Public Limited Company/Limited by Shares
v)	Address of the Registered Office and Contact details:	National Highway, No.5, Sholavaram Village, Chennai - 600 067. Tel: + 044 22258715 Email: secretary@panasonicindia.in Website: www.panasonicappliances.in
vi)	Whether listed Company:	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	M/s. Integrated Enterprises (India) Limited "Kences Towers", 2 <sup>nd</sup> Floor, #1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017 Phone: 044 2814 0812

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

S.No	Name and Description	NIC Code of the Product / Service	% to total turnover of the Company
1	Household Appliances	99611440	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S.No	Name of the Company	Address	CIN, if any	Holding/Subsidiary/ Associate	(%) shares held	Applicable Section
1	Panasonic Corporation	No. 1006, Oaza Kadoma, Kadoma-shi, Osaka – 571-8501, Japan Phone: +81-6-6908-1121	NA	Holding Company	92.49	Section 2(46)

## IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

### (i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
Promoter and Promoter Group									
Indian									
Individuals / HUF	582420	251920	834340	8.49	-	-	-	-	8.49
Central Govt/State Govt	-	-	-	-	-	-	-	-	-
Bodies Corporate	830766	-	830766	8.45	-	-	-	-	8.45
Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
Sub Total	1413186	251920	1665106	16.94	-	-	-	-	16.94
Foreign									
Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
Bodies Corporate	5632000	-	5632000	57.28	8866370	45300	8911670	90.64	33.36
Institutions	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub Total	5632000	-	5632000	57.28	8866370	45300	8911670	90.64	33.36
Total Shareholding of Promoter	7045186	251920	7297106	74.22	8866370	45300	8911670	90.64	16.42
Public shareholding									
Institutions	-	-	-	-	-	-	-	-	-
Mutual Funds/UTI-	-	1700	1700	0.02	1700	58100	59800	0.61	0.59
Financial Institutions/ Banks	-	1800	1800	0.02	-	1800	1800	0.02	-
Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Other (specify)									
Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
Sub Total	-	3500	3500	0.04	1700	59900	61600	0.63	0.59

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
-Non-institutions									
Bodies Corporate	1129501	11900	1141401	11.61	28322	11800	40122	0.41	11.2
Individuals -									
i. Individual shareholders holding nominal share capital up to ₹ 1 lakh.	706326	489767	1196093	12.17	338935	422887	761822	7.75	4.42
Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	173786	-	173786	1.77	53500	-	53500	0.54	1.23
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Other (specify)									
i. Non Resident Indians	-	-	-	-	-	-	-	-	-
ii. Foreign Nationals	-	-	-	-	-	-	-	-	-
iii. Trusts	-	-	-	-	-	-	-	-	-
iv. Clearing members	20114	-	20114	0.20	3286	-	3286	0.03	0.17
v. Overseas Bodies Corporate	-	-	-	-					
Sub-Total	2029727	501667	2531394	25.75	424043	434687	858730	8.73	17.02
Total Public Shareholding	2029727	505167	2534894	25.78	425743	494587	920330	9.36	16.42
Total	9074913	757087	9832000	100.00	9292113	539887	9832000	100.00	-
Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
Grand Total	9074913	757087	9832000	100.00	9292113	539887	9832000	100.00	-

## (ii) Shareholding of Promoters

Shareholder's Name	No. of Shares held at the beginning of the year			% No. of Shares held at the end of the year %			% change during the year
	Demat	Physical	Total %	Demat	Physical	Total %	
P Obul Reddy	271910	-	2.77	-	-	-	-2.77
P Obul Reddy Investments p ltd	271880	-	2.77	-	-	-	-2.77
M/s. Preetha Investments P Ltd	271890	-	2.77	-	-	-	-2.77
M/s. PDR Investments P Ltd	272390	-	2.77	-	-	-	-2.77
Rohini Reddy	288300	-	2.93	-	-	-	-2.93
E. Vijayalakshmi	274100	-	2.79	-	-	-	-2.79
P Gnanamba	10	-	0.00	-	-	-	0.00
P Vijayakumar Reddy	10	-	0.00	-	-	-	0.00
Dwaraknath Reddy	10	-	0.00	-	-	-	0.00
PPN Holdings P Ltd	14606	-	0.15	-	-	-	-0.15
<b>Foreign Promoters</b>							
Panasonic Corporation	5632000	-	57.28	8911670		90.64	33.36

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## (iii) Changes in Promoters Shareholding (please specify, if there is no change)

Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Obul Reddy</b>				
At the Beginning of the year	271910	2.77	271910	2.77
12.09.2014	-271910	-2.77	0	0.00
At the end of the year			0	0.00
<b>Gnanmba</b>				
At the Beginning of the year	10	0.00	10	0.00
12.09.2014	-10	0.00	0	0.00
At the end of the year			0	0.00
<b>Meenakshi Reddy</b>				
At the Beginning of the year	0	0.00	0	0.00
12.09.2014	271920	2.77	271920	2.77
07.10.2014	-271920	-2.77	-271920	-2.77
At the end of the year			0	0.00
<b>Rohini Reddy</b>				
At the Beginning of the year	288300	2.93	0	0.00
07.10.2014	-288300	-2.93	-288300	-2.93
At the end of the year			0	0.00
<b>E Vijayalaskhmi</b>				
At the Beginning of the year	274100	2.79	0	0.00
07.10.2014	-274100	-2.79	-274100	-2.79
At the end of the year			0	0.00
<b>Dwaraknath Reddy</b>				
At the Beginning of the year	10	0.00	0	0.00
07.10.2014	-10	0.00	-10	0.00
At the end of the year			0	0.00
<b>P Vijayakumar Reddy</b>				
At the Beginning of the year	10	0	10	0
07.10.2014	834330	8.49	834340	8.49
17.10.2014	-834340	-8.49	0	0.00
At the end of the year			0	0.00
<b>Preetha Investments Pvt Ltd</b>				
At the Beginning of the year	271890	2.77	271890	2.77
07.10.2014	544270	5.54	816160	8.30
17.10.2014	-816160	-8.30	0	0.00
At the end of the year		0.00	0	0.00
<b>PPN holdings</b>				
At the Beginning of the year	14606	0.15	14606	0.15
17.10.2014	-14606	-0.15	0	0.00
At the end of the year			0	0.00
<b>Panasonic Corporation</b>				
At the Beginning of the year	5632000	57.28	5632000	57.28
17.10.2014	1665106	16.94	7297106	74.22
20.03.2015	1131671	11.51	8428777	85.73
23.03.2015	482893	4.91	8911670	90.64
At the end of the year			8911670	90.64

Note : During the year Panasonic Corporation acquired shares held by Indian promoters and also the shares tendered by public under Reverse Book Building (RBB) process carried out as per SEBI Delisting Regulations

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**(iv) Shareholding of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Shareholder's Name	No. of Shares held at the beginning of the year %		No. of Shares held at the end of the year %		% change during the year
	No. of Shares	%	No. of Shares	%	
Mentor Capital Limited	979053	9.96	-	-	-9.96
Anil Gupta	36000	0.37	-	-	-0.37
Bakshu Securities and Broker Private Limited	33000	0.34	6000	0.06	-0.28
Surendra Chhajer	29800	0.30	-	-	-0.30
Sanjay Fincom Limited	28038	0.29	-	-	-0.29
Lincoln P Coelho	25000	0.25	-	-	-0.25
Sanchay Finvest Limited	22547	0.23	-	-	-0.23
Vasudeo Shantaram Samant	17500	0.18	-	-	-0.18
Snehalatha Singhi	16537	0.17	-	-	-0.17
Patel Parul Madhukant	16075	0.16	-	-	-0.16

**(v) Shareholding of Directors and Key Managerial Personnel:**

Shareholder's Name	No. of Shares held at the beginning of the year %		No. of Shares held at the end of the year %		% change during the year
	No. of Shares	%	No. of Shares	%	
Mr. Hidenori Aso	-	-	-	-	-
Mr. A. Raghavendra Rao	-	-	-	-	-
Mr. K. Subramanian	-	-	-	-	-
Mr. Ajit Gopal Nambiar	-	-	-	-	-
Ms. T.S. Sundarambal	-	-	-	-	-
Mr. Yosuke Matsunaga	-	-	-	-	-
Mr. Tom Antony	-	-	-	-	-
Ms. Tessa J. K.	-	-	-	-	-

**VI) Indebtedness**

Amount in ₹

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	360,158,582	-	360,158,582
Change in indebtedness during the financial year				
Addition	-	70,000,000	-	70,000,000
Reduction	-	27,190,568	-	27,190,568
Net Change	-	42,809,432	-	42,809,432
Indebtedness at the end of the financial year	-	402,968,014	-	402,968,014

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## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Amount in ₹

Sl.No.	Particulars of Remuneration	Name of MD/ WTD	
		Mr. Hidenori Aso Managing Director	
1	Gross Salary* a) Salary as per provisions contained in section 17 ( 1) of the Income tax Act b) Value of perquisites u/s 17 (2) of Income tax Act c) Profits in lieu of salary under section 17 ( 3) of Income tax Act	2,100,000	202,524
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission-	-	-
	As % of profit- As others, specify		
5	Others, specify	-	-
	TOTAL (A)	2,302,524	
	Ceiling as per the Act (Limit of yearly remuneration as per Sch V)	4,200,000	

\* Excludes salary received by Mr. Hidenori Aso from Panasonic Corporation.

### B. Remuneration to other directors: Amount in ₹

Sl.No.	Particulars of remuneration	Name of directors				Total amount
		A. Raghavendra Rao	K. Subramanian	Ajit G Nambiar	T. S. Sundarambal	
1	Independent Directors ● Fee for attending board/ committee meetings	390,000	393,000	40,000	100,000	923,000
	● Commission	-	-	-	-	
	● Others, please specify	-	-	-	-	
	<b>Total (1)</b>	<b>390,000</b>	<b>393,000</b>	<b>40,000</b>	<b>100,000</b>	<b>923,000</b>
2	Other Non Executive Directors ● Fee for attending board/ committee meetings	<b>Shigeru Dono</b>				
	● Commission	-	-	-	-	
	● Others, please specify					
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
	Total (B) = (1 +2)	<b>390,000</b>	<b>393,000</b>	<b>40,000</b>	<b>100,000</b>	<b>923,000</b>
	Total Managerial Remuneration (A+B)					<b>3,225,524</b>

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## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD /MANAGER/WTD

Amount in ₹

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		Total amount
		Tom Antony CFO & Head - Operations	Tessa J.K.* Company Secretary	
1	Gross Salary	2,582,980	432,800	3,015,780
	a) Salary as per provisions contained in section 17 ( 1) of the Income tax Act			
	b) Value of perquisites u/s 17 (2) of Income tax Act	-	-	
	c) Profits in lieu of salary under section 17 ( 3) of Income tax Act			
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission	-	-	
	-As % of profit			
	-As others, specify			
5	Others, specify	-	-	
	<b>TOTAL ( A)</b>	<b>2,582,980</b>	<b>432,800</b>	<b>3,015,780</b>

\*appointed as Company Secretary with effect from August 29, 2014

### Penalties /Punishment/Compounding Of Offences:

There are no penalties/punishment/compounding of offences against the Company and its Directors and Officers for the year ended on 31st March, 2015.

**For and on behalf of the Board**

Place: Chennai  
Date: August 24, 2015

**Hidenori Aso**  
Managing Director

**A.Raghavendra Rao**  
Director