

### 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**  
National Highway No.5, Sholavaram Village,  
Tiruvallur District,  
Chennai - 600067

**Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 34<sup>th</sup> Annual General Meeting (AGM) of Panasonic Appliances India Company Limited held on Thursday, September 29, 2022 at 10:00 AM held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).**

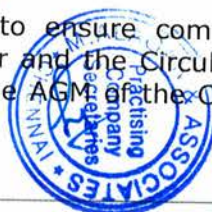
Dear Sir,

I, **D. Saravanan**, holding COP No. 22608 and Partner of M/s. M. Alagar & Associates, Firm of Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of **Panasonic Appliances India Company Limited ("the Company")** for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the Annual General Meeting, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, as amended from time to time, in respect of the below mentioned resolutions proposed at the 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Thursday, September 29, 2022 at 10:00 AM through Video Conferencing/ Other Audio-Visual Means, submit my report as under.

1. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 followed by Circular No.02/2021 dated January 13, 2021 read with Circular No. 21/2021 dated December 14, 2021 and Circular No.02/2022 dated May 05, 2022 (collectively referred to as "**MCA Circulars**") has permitted conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the above mentioned circulars the physical presence of the members was dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members attended the AGM through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

2. The management of the Company is responsible to ensure compliance with the Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) for conducting the AGM of the Company through VC / OAVM.



3. The Company had availed the voting facility offered by National Services Depository Limited (NSDL), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
4. My Responsibility as a scrutinizer is to ensure that the voting process, both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render a Consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), if any based on the reports generated from the E-Voting system provided by the National Services Depository Limited (NSDL).
5. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Friday, September 23, 2022) were entitled to vote on the resolution as set out in the AGM Notice.
6. The remote E-Voting commenced on Monday, September 26, 2022, at 9:00 a.m. (IST) and ended on Wednesday, September 28, 2022 at 5:00 p.m. (IST) and the NSDL E-Voting platform was closed in due time.
7. The shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
8. After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
9. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against on all the resolutions proposed in the Notice of the AGM are submitted by me as under:

### **ORDINARY BUSINESS**

#### **Resolution No.1**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon (**Ordinary Resolution**)

<b>S. No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of members voting	35	30	5
2.	Number of votes cast by them	12098275	12098251	24
3.	% of votes cast	<b>100</b>	<b>99.999</b>	<b>0.001</b>

#### **RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.



## **Resolution No.2**

To appoint Mr. Masayuki Sasage (DIN: 08107285), Non-Executive Non-independent Director who retires by rotation as a Director (**Ordinary Resolution**)

<b>S. No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of members voting	35	30	5
2.	Number of votes cast by them	12098275	12098251	24
3.	% of votes cast	<b>100</b>	<b>99.999</b>	<b>0.001</b>

### **RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

## **Resolution No.3**

To declare dividend for the Financial Year 2021-22

<b>S. No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of members voting	35	30	5
2.	Number of votes cast by them	12098275	12098251	24
3.	% of votes cast	<b>100</b>	<b>99.999</b>	<b>0.001</b>

### **RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

## **SPECIAL BUSINESS**

### **Resolution No. 4**

To approve the Re-appointment of Mr. Ganesan Thiagarajan (DIN: 08377223) as Managing Director and also to approve the remuneration. (**Special Resolution**)

<b>S. No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of members voting	35	30	5
2.	Number of votes cast by them	12098275	12098251	24
3.	% of votes cast	<b>100</b>	<b>99.999</b>	<b>0.001</b>

### **RESULT:**

I report that the Special Resolution with regard to Resolution No.4 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

### **Resolution No. 5**

To approve the appointment of Mr. Ken Nakayama (DIN: 08377188) as a Director. (**Ordinary Resolution**)

<b>S. No</b>	<b>Particulars</b>	<b>Total</b>	<b>Assent</b>	<b>Dissent</b>
1.	Number of members voting	35	30	5
2.	Number of votes cast by them	12098275	12098251	24
3.	% of votes cast	<b>100</b>	<b>99.999</b>	<b>0.001</b>



**RESULT:**

I report that the Ordinary Resolution with regard to Resolution No.5 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

**Resolution No. 6**

To approve the appointment of Mr. Ken Nakayama (DIN: 08377188) as an Executive Director and also to approve the remuneration (**Special Resolution**)

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	35	30	5
2.	Number of votes cast by them	12098275	12098251	24
3.	% of votes cast	<b>100</b>	<b>99.999</b>	<b>0.001</b>

**RESULT:**

I report that the Special Resolution with regard to Resolution No.6 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority. You may accordingly declare the result of the remote E-Voting and E-Voting at the AGM.

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The Electronic data and relevant records relating to Remote e-voting/E-voting at the AGM shall remain in my 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 safe keeping.

Thanking you,

Yours truly,

For **M. Alagar & Associates**  
**Practising Company Secretaries**  
Peer Review Certificate No: 1707/2022



**D Saravanan**  
**Partner**

A.C.S. – 60177; CoP No. 22608  
UDIN: A060177D001074707

Date: September 29, 2022  
Place: Chennai

**\*\*\*END OF THE REPORT\*\*\***