



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)

To,
The Chairperson,
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 Thirty Fifth (35th) Annual General Meeting (AGM) of Panasonic Appliances India Company Limited held on Wednesday, September 27, 2023 from 10.30 A.M. (IST) to 10.53 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

1. We **M. Alagar & Associates, Practising Company Secretaries, Chennai** were appointed by the Board of Directors of Panasonic Appliances India Company Limited ("**the Company**") vide their resolution dated August 07, 2023 as Scrutinizer for the purpose of scrutinizing the e-voting and e-voting process (remote e-Voting and e-Voting at 35th Annual General Meeting) in a fair and transparent manner in connection with the resolutions contained in the Notice dated August 07, 2023, as prescribed under Section 108 of the Companies Act, 2013 ("**the Act**") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 placed for the approval of members of the Company.
2. The Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 (Collectively referred to as "**MCA Circulars**") has permitted conducting the AGM through VC or OAVM without the physical presence of the members for the meeting at a common venue. The AGM was held without the physical presence of the members of the Company, hence the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. As required under Section 101 of the Act read with aforementioned circulars issued by MCA, the Notice of 35th AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members in compliance with the MCA Circulars.



#21-B, 1st Floor, A.R.K. Colony, Eldams Road,
Alwarpet, Chennai - 600 018.

GST No : 33ABMFM8069L1ZL

The Notice was also published in "**Financial Express**" (English) and "**Makkal Kural**" (Tamil) on September 05, 2023.

4. The Company had availed the e-voting facility offered by National Securities Depository Limited ("**NSDL**"), for facilitating remote e-Voting and e-Voting at the AGM, to enable the members to exercise their right to vote through electronic means.
5. The members of the Company holding shares as on the "**Cut-off**" date (i.e. on Wednesday, September 20, 2023) were entitled to vote on the resolution as set out in the AGM Notice.
6. The remote E-Voting commenced on Sunday, September 24, 2023, at 9:00 A.m. (IST) and ended on Tuesday, September 26, 2023 at 5:00 p.m. (IST) and the NSDL E-Voting platform was closed in due time.
7. The members who had voted through remote e-Voting facility provided by NSDL were not allowed to vote at the AGM and only those members who were present at the AGM through VC and who had not voted through remote e-Voting were allowed to cast their votes through e-Voting system during the AGM.
8. As confirmed by the Chairman of the AGM, the Company has conducted the 35th AGM with the presence of requisite quorum throughout the meeting.
9. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA relating to remote e-Voting and e-Voting at the AGM on the resolutions contained in the aforesaid Notice of the AGM.
10. Our responsibility as a Scrutinizer is to scrutinize and ensure that the vote cast through remote e-Voting and e-Voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-Voting and e-Voting as per the facility provided by NSDL, the agency engaged by the Company to provide remote e-Voting facility and e-Voting facility at the AGM.
11. Based on the data downloaded from NSDL e-voting system, we now submit our consolidated report on the results of remote e-Voting and e-Voting at the AGM in respect of the resolutions proposed in the Notice of the AGM as under:



Resolution No.1

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	37	34	3
2.	Number of votes cast by them	12097740	12097737	3
3.	% of votes cast	100	99.99998	0.00002

RESULT:

We 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 remote e-Voting and e-Voting at the AGM with requisite majority.

Resolution No.2

Ordinary Resolution to appoint Mr. Ken Nakayama (DIN: 08377188), Director who retires by rotation as a Director

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	37	34	3
2.	Number of votes cast by them	12097740	12097737	3
3.	% of votes cast	100	99.99998	0.00002

RESULT:

We 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 remote e-Voting and e-Voting at the AGM with requisite majority.



Resolution No.3

Ordinary Resolution to declare a final dividend of Rs.0.27/- (Twenty Seven Paise Only) per Equity Share of the face value Rs. 10/-(Rupees Ten only) each for the financial year 2022-23.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	37	34	3
2.	Number of votes cast by them	12097740	12097737	3
3.	% of votes cast	100	99.99998	0.00002

RESULT:

We 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 remote e-Voting and e-Voting at the AGM with requisite majority.

Resolution No. 4

Special Resolution to approve the remuneration of Mr.T.Ganesan (DIN:08377223), Managing Director and Key Managerial Personnel of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	37	34	3
2.	Number of votes cast by them	12097740	12097737	3
3.	% of votes cast	100	99.99998	0.00002

RESULT:

We 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 remote e-Voting and e-Voting at the AGM with requisite majority.



Resolution No. 5

Ordinary Resolution to appoint Mr.Nobuyuki Shimobayashi (DIN:10173853) as Non-Executive Director of the company

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	37	34	3
2.	Number of votes cast by them	12097740	12097737	3
3.	% of votes cast	100	99.99998	0.00002

RESULT:

We 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 remote e-Voting and e-Voting at the AGM with requisite majority.

Resolution No. 6

Ordinary Resolution to consider and approve appointment of Mrs. Rajashree Santhanam (DIN:07162071) as an Independent Non-Executive Women Director.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	37	34	3
2.	Number of votes cast by them	12097740	12097737	3
3.	% of votes cast	100	99.99998	0.00002

RESULT:

We report that the Ordinary Resolution with regard to Resolution No.6 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.



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.

Yours truly,

For **M. Alagar & Associates**
Practising Company Secretaries
Firm Registration No: P2011TN078800
Peer Review Certificate No: 1707/2022



D Saravanan
Partner
A.C.S. – 60177
CoP No. 22608
UDIN:A060177E001105518



Date: September 27, 2023
Place: Chennai