



PANASONIC APPLIANCES INDIA CO. LTD.,
(formerly Panasonic Home Appliances India Co. Ltd.)

Corporate Office : No.135, 1st Floor, Nagi Reddy Thottam, Thiru.Vi.Ka Industrial Estate, Ekkattuthangal, Chennai - 600 032.
Phone: +91-44-22258701 Fax: +91-44-22258730 E-mail: info@panasonicindia.in
Website : www.panasonicappliances.in, www.21timesbetter.com

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT
BY THE MEMBERS OF PANASONIC APPLIANCES INDIA COMPANY LIMITED ON DECEMBER 05,
2014**

"RESOLVED THAT subject to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**"), the receipt of the necessary approvals from the BSE Limited (the "**BSE**") and the Madras Stock Exchange Limited (the "**MSE**") and National Stock Exchange of India Limited (the "**NSE**"), the Securities Contracts (Regulation) Act, 1956 (including the rules and regulations framed thereunder), the listing agreement entered into with the stock exchanges and all other applicable laws, rules, regulations and guidelines, if any, and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, permissions and sanctions, and such other approvals as may be required under applicable law, consent of the equity shareholders of the Panasonic Appliances India Company Limited (the "**Company**") is hereby accorded (i) for voluntary delisting of the equity shares of the Company from the BSE and MSE and withdrawal of permitted to trade status from NSE (ii) to the Board of Directors of the Company (the "**Board**") to proceed to voluntary delist the equity shares of the Company from the Stock Exchanges pursuant to the proposed acquisition of up to 25,34,894 equity shares of the Company held by the public shareholders of the Company by Panasonic Corporation ("**Acquirer**"), in accordance with the terms of the Delisting Regulations ("**Proposed Delisting**"), and the Board shall accordingly take all necessary actions and make all necessary filings on behalf of the Company to facilitate the Proposed Delisting in accordance with applicable law."

"RESOLVED FURTHER THAT for the purpose of giving effect to the Proposed Delisting, Mr. A. Raghavendra Rao, Chairman of Audit Committee, Mr. Hidenori Aso, Managing Director of the Company, Mr. Tom Antony, Chief Financial Officer of the Company and Miss Tessa J.K, Company Secretary of the Company be and are hereby individually authorized, on behalf of the Company, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, to do all such acts, deeds, matters and things as they may at their discretion deem necessary for such purpose, including making applications to the BSE and the MSE for seeking the in-principle and final approval for the



Panasonic

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Phone: 2633 0133, 2633 0397. Fax: 91-44-2633 0132.
CIN : L30007TN1988PLC016184



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Proposed Delisting from the Stock Exchanges, and are also hereby further authorized on behalf of the Company to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit."

For Panasonic Appliances India Limited

Tessa J. K

Tessa. J. K

Company Secretary

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