



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

PAPIN/SEC/BSE/2014

December 05, 2014

1. BSE Limited,
✓ Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001
2. Madras Stock Exchange Ltd
Exchange Building
#11, Second Line Beach,
Chennai – 600001

Ref: Scrip Code - BSE- 523307; Madras Stock Exchange – INDOMATAPP

Sub: Results of Postal Ballot – Approval of shareholders for voluntary delisting of the equity shares of the Company from the Stock Exchanges

Dear Sir/Madam,

With reference to the above, the results of the postal ballot based on the report of the Scrutinizer (enclosed herewith), has been announced by the Chairman of the Board Meeting convened on December 05, 2014.

The details required to be furnished pursuant to Clause 35A of the Listing Agreement is given below:

Sl. No.	Description	Particulars
1.	Date of the passing Special Resolution	December 05, 2014
2.	Total No. of Equity Shareholders as on cut-off date (record date) i.e. October 28 ,2014	6873
	Total number of Shares as on October 28, 2014	9832000
3.	Details of Agenda	
3.1	Resolution required	Special
3.2	Mode of Voting	Postal ballot/E-Voting

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



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Details of Voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [2/1]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= [4/2]*100	% of votes against on votes polled (7)= [5/2]*100
Promoter and Promoter Group							
Voting Through Postal Ballot	7297106	-	-	-	-	-	-
Voting Through E-Voting		7297106	100	7297106	0	100	0
Total (A)	7297106	7297106	100	7297106	0	100	0
Public-Institutional Holders							
Voting Through Postal Ballot	3500	-	-	-	-	-	-
Voting Through E-Voting		-	-	-	-	-	-
Total (B)	3500	0	0	0	0	0	0
Public-Others							
Voting Through Postal Ballot	2531394	1060635	41.90	1047692	12943	98.78	1.22
Voting Through E-Voting		1953	0.08	472	1481	24.17	75.83
Total (C)	2531394	1062588	41.98	1048164	14424	98.64	1.36
Total (A+B+C)	9832000	8359694	85.02	8345270	14424	99.83	0.17

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Accordingly, the special resolution has been duly approved by the requisite majority of shareholders and the number of votes cast by public shareholders in favour of the special resolution is more than two times the number of votes cast by the public shareholders against it fulfilling the requirement under Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For Panasonic Appliances India Co. Ltd

Tessa J.K.

Tessa. J.K

Company Secretary

CC: National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Encl: As Above

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Rabi Narayan & Associates

Company Secretaries

Report of Scrutinizer in respect of Postal Ballot Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Panasonic Appliances India Company Limited
CIN: L30007TN1988PLC016184
National Highway No.5, Sholavaram Village,
Tiruvallur Dist, Chennai, 600067
Tamilnadu, India

Dear Sir,

SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted Pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Panasonic Appliances India Company Limited ('the Company') at their meeting held on 28th October, 2014, resolved to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolution as set out in the notice dated 28th October, 2014 for obtaining approval of members of the Company to authorize the Board of Directors or a Committee thereof for Voluntary delisting of the equity shares of Panasonic Appliances India Company Limited from the BSE and MSE and withdrawal of permitted to trade status from NSE pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended pursuant to a delisting offer by Panasonic Corporation, promoter of the Company

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B(i) of the Listing Agreement as entered by the Company with the Stock Exchanges.

I, Rabi Narayan Pal, a Practicing Company Secretary was appointed as a Scrutinizer by Panasonic Appliances India Company Limited for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of Special Resolution to authorize the Board of Directors or a Committee thereof for Voluntary delisting of the equity shares of Panasonic Appliances India Company Limited from the BSE and MSE and withdrawal of permitted to trade status from NSE pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended pursuant to a delisting offer by Panasonic Corporation, promoter of the Company.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 28th October, 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares as on 28th October, 2014 were entitled to vote on the resolution proposed as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to the close of the working hours on Wednesday, 03rd December, 2014 (upto 05.00 p.m), being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from 04th November, 2014 (09.00 a.m.) to 03rd December, 2014 (5.00 p.m.).
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of Mr.Umesh Chandra Dalai and Mr.M.Sudhakar as prescribed who are not in the employment of the Company.
7. The details containing list of shareholders who voted 'for' or 'against' the resolution put to vote were downloaded from the e-voting website of NSDL.
8. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose



10. A summary of the Postal Ballot Forms is as under

(a) **Resolution No.1**

Approval by way of Special Resolution to authorize the Board of Directors or a Committee thereof for Voluntary delisting of the equity shares of Panasonic Appliances India Company Limited from the BSE and MSE and withdrawal of permitted to trade status from NSE pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended pursuant to a delisting offer by Panasonic Corporation, promoter of the Company

(i) Voted in favour of the resolution:

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot – Public	54	1047692	12.53
Voting Through Postal Ballot – Promoters	-	-	-
Voting Through Electronic Means (E-Voting)- Public	12	472	0.04
Voting Through Electronic Means (E-Voting)- Promoters	1	7297106	87.26
Total	67	8345270	99.83

(ii) Voted against the resolution

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting Through Postal Ballot– Public	54	12943	0.15
Voting Through Postal Ballot– Promoters	-	-	-
Voting Through Electronic Means (E-Voting)-Public	15	1481	0.02
Voting Through Electronic Means (E-Voting)- Promoters	-	-	-
Total	69	14424	0.17



(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting Through Postal Ballot-Public	4	3201
Voting Through Postal Ballot-Promoters	-	-
Voting Through Electronic Means- Public	0	0
Voting Through Electronic Means – Promoters	-	-
Total	4	3201

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary authorized by the Board for safe keeping

Pursuant to Section 114(2) of Companies Act, 2013, a resolution shall be a special resolution when

- (a) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution;
- (b) the notice required under this Act has been duly given; and
- (c) the votes cast in favour of the resolution, whether on a show of hands, or electronically or on a poll, as the case may be, by members who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting.

The number of votes casted in favour of resolution is 99.83% and number of votes casted against the resolution is 0.17 %. Therefore, the Special Resolution has been passed by the members with requisite majority.

The provisions of Regulation 8(1) (b) of SEBI (Delisting of Equity Shares) Regulations, 2009 which stipulate:-

“Any company desirous of delisting its Equity Shares under the provisions of Chapter III shall, except in a case falling under clause (a) of regulation 6,

- a) obtain the prior approval of the Board of Directors of the Company in its meeting;
- b) obtain the prior approval of Shareholders of the Company by Special Resolution passed through postal ballot, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution:

Provided that the Special Resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it”, also need to be complied with.



In this connection, I hereby present the summary of the Postal Ballot as per Regulation 8(1) (b) of the SEBI (Delisting of Equity Shares) Regulations, 2009:

Sl.No	Particulars	No of Shareholders voted	No of Shares
a	Promoters form with assent	1	7297106
b	Public voting (including e-voting)	135	1062588
(i)	Public voting with assent for the resolution(including e-voting)	66	1048164
(ii)	Public voting with dissent for the resolution(including e-voting)	69	14424

Note : Rejections are not considered

Furthermore, the votes cast by public shareholders in favour of the proposal of Delisting, as stated b(i), hereinabove is more than two times the number of votes cast by public shareholders against it, as stated b(ii) hereinabove

Therefore, the Special Resolution can be acted upon/ given effect to, in terms of Regulation 8 (1) (b) of SEBI (Delisting of Equity Shares) Regulations, 2009.

Thanking You,

Yours faithfully,

For Rabi Narayan & Associates
Company Secretaries


Rabi Narayan Pal
Partner
FCS:4993 / C.P.No : 3480

