



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

October 31, 2014

1. BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001
- ✓ 2. Madras Stock Exchange Ltd
Exchange Building
#11, Second Line Beach,
Chennai - 600 001

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

Sub: Proposed Delisting Offer of equity shares of Panasonic Appliances India Company Limited

Dear Sir/Madam,

1. This is to inform you that on October 31, 2014, Panasonic Appliances India Company Limited ('the Company') has received a letter from Panasonic Corporation, Japan, the Promoter of the Company ('the Acquirer') a copy which is enclosed. Considering the recent spurt in the volume and price in the shares of the Company and the communication received from the Acquirer referred above, we would like highlight the following in the interest of the public shareholders of the Company.
2. The spurt in the share price of Panasonic Appliances India Company Limited after the announcement of the-proposed delisting of the Company's shares on October 18, 2014, is not, in view of the Acquirer, reflective of the business fundamentals of the Company. The Company is engaged only in the business of kitchen appliances mainly comprising of rice cookers and mixer grinders. The Company has posted total revenue of ₹ 158.0 crores and loss of ₹ 3.43 crores for the period April 1, 2013 to March 31, 2014.
3. The Acquirer's shareholding has increased to 74.22% post acquisition of 1,665,106 equity shares from Mr. P. Vijayakumar Reddy (834,340 equity shares), Preetha Investments Private Limited (816,160 equity shares), and PPN Holdings Private Limited (14,606 equity shares); earlier part of the Promoter Group and having representation on the Board, at a price of ₹ 157.5/-each on October 17, 2014. Please find below the latest shareholding of the Company as on October 28, 2014, post the aforementioned acquisition.

Panasonic

Regd. Office & Factory : N.H. No. 5, Sholavaram Village, Ponneri Taluk, Chennai - 600 067.

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

CIN: L30007TN1988PLC016184



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Category of Shareholders	No of Shares	% of Paid-up capital
Promoters and Promoter Group Shareholding		
(i) Panasonic Corporation	7,297,106	74.22
Public Shareholding	2,534,894	25.78
Total	9,832,000	100

4. The Acquirer would like to reiterate that as stated earlier and intimated by the Company to the Stock Exchanges on October 24, 2014, the floor price for the proposed Delisting Offer is ₹ 167.65 (Rupees One hundred Sixty Seven and Sixty five Paisa) in accordance with Regulations 15(2) and 15(3) of the SEBI Delisting Regulations and as per the valuation report submitted by S.S. Kothari Mehta & Co, Chartered Accountants, New Delhi.
5. The Acquirer has also stated it follows stringent financial discipline in its acquisitions and does not intend to make acquisitions that do not meet its acquisition rationale and its financial expectations. It is reminded that the delisting offer will be successful only if (i) the Acquirer's shareholding crosses 90% of the total shares outstanding of the Company and (ii) the discovered price/exit price for doing this is acceptable to the Acquirer. However, the Acquirer realizes that the public shareholders can tender their shares as per the prevailing delisting regulations.
6. Should the delisting offer not be successful, the Acquirer may consider other strategic alternatives in relation to its ownership of shares in the Company.
7. Public shareholders are advised to use discretion and caution when trading in shares of the Company.

Thanking you,

Yours faithfully,

For Panasonic Appliances India Company Limited

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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October 31, 2014

To,
Panasonic Appliances India Company Limited

Dear Sir,

Re.: Proposed Delisting Offer of equity shares of Panasonic Appliances India Company Limited

1. The spurt in the share price of Panasonic Appliances India Company Limited ("Company") after the announcement of the proposed delisting of the Company's shares on October 18, 2014, is not, in view of Panasonic Corporation ("Acquirer") reflective of the business fundamentals of the Company. The Company is engaged in the business of kitchen appliances mainly comprising of rice cookers and mixer grinders. The Company has posted a total revenue of Rs. 157.2 crores and net loss of Rs. 3.43 crores for the period April 1, 2013 to March 31, 2014.
2. The Acquirer's shareholding has increased to 74.22% post acquisition of 1,665,106 equity shares from Mr. P. Vijayakumar Reddy (834,340 equity shares), Preetha Investments Private Limited (816,160 equity shares), and PPN Holdings Private Limited (14,606 equity shares), part of the promoter group and having representation on the Board, at a price of Rs. 157.5/-each on October 17, 2014.
3. The Acquirer would like to reiterate that as stated earlier and intimated by the Company to the Stock Exchanges on October 24, 2014, the floor price for the proposed Delisting Offer is Rs. 167.65 (Rupees One hundred Sixty Seven and paise Sixty five) in accordance with Regulations 15(2) and 15(3) of the SEBI Delisting Regulations and as per the valuation report submitted by SS Kothari Mehta & Co, Chartered Accountants, New Delhi.
4. The Acquirer follows stringent financial discipline in its acquisitions and does not intend to make acquisitions that do not meet its acquisition rationale and its financial expectations. It is reminded that the delisting offer will be successful only if (i) the Acquirer's shareholding crosses 90% of the total shares outstanding of the Company and (ii) the discovered price/exit price for doing this is acceptable to the Acquirer. However, the Acquirer realizes that the public shareholders can tender their shares as per the prevailing delisting regulations.
5. Should the delisting offer not be successful, the Acquirer may consider other strategic alternatives in relation to its ownership of shares in the Company.
6. Public shareholders are advised to use discretion and caution when trading in shares of the Company.

Yours faithfully,

For Panasonic Corporation, Japan

Shigeru Dohno

Authorized Signatory

Name: Shigeru Dohno

Designation: Director of Kitchen Appliances Business Division, Appliances Company

