



PANASONIC HOME APPLIANCES INDIA CO. LTD.,

Corporate Office : 'SPIC HOUSE', Annexe 6th Floor, 88, Mount Road, Guindy, Chennai - 600 032.

Phone: + 91-44-61089401 ~ 405 Fax : + 91-44-61089400 E-mail : info@panasonicindia.in

EXTRACT OF THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PANASONIC HOME APPLIANCES INDIA COMPANY LIMITED HELD ON MAY 07, 2012.

Approval of Preferential Issue of Shares to Promoters/Promoter Group

"RESOLVED THAT pursuant to section 81(1A) and all other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations"), the Foreign Exchange Management Act, 2000 and the Regulations there under including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the Stock Exchanges where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the "Appropriate Authorities"), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue, and allot upto an aggregate of 15,67,000 Equity Shares of Rs.10/- each for cash at a price of Rs.125/- (which includes a premium of Rs.115/- per Equity Share) on preferential basis to the following Entities (the "proposed allottees") forming part of the Promoters/Promoter Group, on such terms and conditions and in such manner as may be decided by the Board in this connection:

Name of the Allottee(s)	No. of Equity Shares
Panasonic Corporation	12,62,000
Apollo Infrastructure Projects Finance Company Private Limited	3,05,000
Total	15,67,000

"RESOLVED FURTHER THAT the allotment of Equity Shares pursuant to this resolution shall be made by the Board within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval"

"RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company including entitlement to dividend and be listed on Stock Exchanges where the Equity Shares of the Company are listed".

"RESOLVED FURTHER THAT the "Relevant Date" for the purpose of calculating the price of the aforesaid Equity Shares is the date 30 days prior to the date of this Extraordinary General Meeting i.e. April 04, 2012.

"RESOLVED FURTHER THAT the Equity Shares issued and allotted pursuant to this resolution shall be subject to a lock-in period of Three years from the date of allotment in accordance with SEBI ICDR Regulations"

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

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



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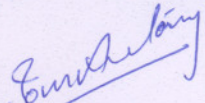
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"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose including without limitation, appointment of Consultants, Solicitors, Merchant Bankers, or any other Agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary including preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, and also to seek listing of the Equity Shares issued with the Stock Exchanges with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue of said Equity Shares and utilization of issue proceeds."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions".

"RESOLVED FURTHER THAT all actions taken by the Board or Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

For Panasonic Home Appliances India Company Limited


Tom Antony
Company Secretary

//Certified True Copy//

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