



Panasonic Corporation

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January 28, 2015

To,
Panasonic Appliances India Company Limited

Dear Sir,

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

This is in continuation to our letter dated October 31, 2014, disseminated to BSE by Panasonic Appliances India Company Limited (the 'Company') on October 31, 2014 on the captioned subject.

Panasonic Corporation, Japan, (the 'Acquirer') the promoter of the Company would like to reiterate the following:

- The floor price for the proposed Delisting Offer is Rs. 167.65 (Rupees One hundred Sixty Seven and paisa Sixty five) per equity share, determined 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;
- The Acquirer had acquired shares from the Reddy Group (erstwhile co-promoter of the Company) on October 17, 2014 at Rs. 157.50 per equity share;
- The indicative price of Rs. 220/- per equity share, indicated by the Acquirer vide its letter dated January 13, 2015 is at a significant premium to the above-mentioned floor price and the last acquisition made by the Acquirer;
- The current spurt in share price of the Company after the Public Announcement (published on January 19, 2015) is in no way reflective of the business fundamentals of the Company and is significantly above the abovementioned floor price and indicative price

Further, the Acquirer had also indicated that it follows stringent financial discipline in its acquisitions and does not intend to make acquisitions that do not satisfy the larger goal of the group. 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 achieving delisting is acceptable to the Acquirer.

However, the Acquirer realizes that the public shareholders can tender their shares at any price at or above the floor price during the bid period.

Considering the above facts, public shareholders are advised to use discretion and caution when trading in shares of the Company.

Thanking you,

For Panasonic Corporation, Japan


Authorized Signatory
Name: Shigeru Dohno
Designation: Director of Kitchen Appliances Business Division

