

**Panasonic**



*Annual Report*  
*2022-23*



**Panasonic Energy India Co. Ltd.**

# Panasonic Energy India Co. Ltd.

CIN : L31400GJ1972PLC002091

## Corporate Information

### BOARD OF DIRECTORS

#### CHAIRMAN & MANAGING DIRECTOR

Mr. Akinori Isomura

#### DIRECTORS

Ms. Geeta Goradia  
Mr. Mayur Swadia  
Mr. Atul Dalmia  
Mr. Tadasuke Hosoya  
Mr. Hideyuki Okunaga

#### CHIEF FINANCIAL OFFICER

Mr. Sanjay Kumar Jain

#### COMPANY SECRETARY

Mr. Sraban Kumar Karan

#### AUDITORS

M/s. BSR & Co.  
Chartered Accountants, Ahmedabad

#### BANKERS

State Bank of India  
MUFG Bank Ltd.

#### REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Limited  
B-102 & 103, Shangrila Complex,  
First Floor, Opp. HDFC Bank,  
Near Radhakrishna Char Rasta,  
Akota, Vadodara - 390 020,  
Gujarat, India.

#### DATE OF LISTING ON BSE

May 02, 1973

#### REGISTERED OFFICE

GIDC, Makarpura,  
Vadodara – 390 010, Gujarat – India.

#### PLANT LOCATIONS

- Plot No. 112, Sector III,  
Pithampur Industrial Area,  
Dist. Dhar – 454 774,  
Madhya Pradesh – India
- GIDC, Makarpura, Vadodara – 390 010,  
Gujarat – India  
(Till the decision of the Board on  
September 20, 2022)

**51<sup>st</sup> Annual General Meeting** of the Company is scheduled to be held through Video Conferencing / Other Audio Visual Means on **Friday, July 28, 2023 at 10:00 a.m. at the Registered office of the Company**

As per circular from Ministry of Corporate Affairs, the physical copy of Annual Report will not be sent to the shareholders. Shareholders will receive the Annual Report only through e-mail registered with the Company, unless request for physical copy has been received on the e-mail id [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com)

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## Panasonic Energy India Co. Ltd.

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**NOTICE** is hereby given that the **51<sup>st</sup> ANNUAL GENERAL MEETING** of the Members of Panasonic Energy India Co. Ltd. will be held on Friday, July 28, 2023 at 10 AM through Video Conferencing / Other Audio Visual Means for which purpose the Registered Office of the Company situated at GIDC, Makarpura, Vadodara, 390 010 - Gujarat, shall be the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

### **ORDINARY BUSINESS**

1. To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Hideyuki Okunaga (DIN:06792183) who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

#### **3. Ratification of Remuneration to Cost Auditor**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration of INR 1,25,000.00 (Rupees one lakh twenty five thousand only) plus statutory levies and out of pocket expenses, to M/s. Diwanji & Co., Cost & Management Accountants, Vadodara (Firm Registration No. 000339) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2023-24.

**Registered Office**  
GIDC, Makarpura, Vadodara - 390 010  
Gujarat, India  
CIN : L31400GJ1972PLC002091  
Tel. No.: (0265) 264 2661 / 263 8888  
e-mail: [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com)  
Website: [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in)

**By Order of the Board**  
**For Panasonic Energy India Co. Ltd.**

**Sraban Kumar Karan**  
**Company Secretary**  
**ACS 23127**  
**Pithampur, May 30, 2023**

Notice to Members



## NOTES

1. In view of the Ministry of Corporate Affairs (MCA) vide its General Circular No.10/2022 dated December 28, 2022 and 02/2022 dated May 05, 2022 read with General Circular No. 20/2020 dated May 05, 2020 and other applicable circulars and Securities and Exchange Board of India (SEBI) Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, permitted the companies to conduct Annual General Meeting (AGM) within September 30, 2023 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of Members at the Registered Office of the Company.

In accordance with the said circulars of MCA, SEBI and applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"), the 51<sup>st</sup> AGM of our Company shall be conducted through Video Conferencing.

2. In compliance with the General Circular No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in), website of stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Company's Registrar & Share Transfer Agents, LinkIntime India Pvt. Ltd. [www.linkintime.co.in](http://www.linkintime.co.in)
3. As per the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and a proxy need not be a Member of the Company. **Members may kindly note that since the AGM is being held through VC/OAVM, physical attendance of members has been dispensed with, hence the facility for appointment of proxies will not be available to the Members for attending the 51<sup>st</sup> AGM. Accordingly, the Proxy form and attendance slip are not annexed to this Notice.**
4. Institutional / Corporate shareholders (i.e. other than individual, HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 at [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com)
5. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this notice.
7. The recorded transcript of the forthcoming AGM on Friday, July 28, 2023, shall also be made available on the website of the Company [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in) as soon as possible after the Meeting is over.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday July 22, 2023, to Friday, July 28, 2023, (both days inclusive).
9. Notes given in the Notice to the extent applicable also forms part of Explanatory Statement.
10. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode from the date of circulation of notice till the date of AGM. Members seeking to inspect such documents can send an email to [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com)
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com)

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12. Members seeking any information or clarification with regard to the accounts are requested to write to the Company atleast TEN days in advance of meeting so that the required information can be readily available in the Meeting.
13. The relevant information of the Directors seeking re-appointment, as required under Regulation 36(3) of the Listing Regulations read with revised Secretarial Standard-2 (SS-2) on General Meetings, is provided in section relating to the Corporate Governance.
14. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No. 3 of the accompanying Notice is annexed hereto.
15. Due to loss in the Financial Year 2022-23, no dividend on Equity Shares has been recommended by the Directors. Members are requested to consider nil dividend for the Financial Year 2022-23.
16. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend, if declared in the current financial year or in future. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
17. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Link Intime India Pvt. Ltd., Registrar & Share Transfer Agents of the Company requesting an e-mail at [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in).

Pursuant to SEBI circular dated January 25, 2022, the listed companies shall issue the securities in dematerialised form only, for processing any service request from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) or Company's website at <https://www.panasonicenergyindia.in>. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerialising those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation. In view of the aforesaid, Members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialisation.

SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In terms of above Circular, Folios of Physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode. Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. As per the above SEBI Circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025.

Accordingly, individual letters are being sent to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. As per the provisions of Section 72 of the Act and the aforementioned SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from RTA's website [www.linkintime.co.in](http://www.linkintime.co.in) or Company's website at <https://www.panasonicenergyindia.in>.

18. Shareholders are requested to note that no dividend has been proposed by the Board of Directors due to loss in the financial year 2022-23.

19. Unclaimed dividend

The Company has transferred the unclaimed dividend for the financial year 2014-15 to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claims shall be entertained against the Company for the amounts so transferred. Members who have not encashed dividend warrant(s) for the subsequent years are requested to contact Company Secretary at the registered office of the Company, for seeking issue of duplicate warrant(s). The details of the unpaid/unclaimed dividend as on July 28, 2022 (the date of previous Annual General Meeting) are available on the Company's website viz., [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in) and on the website of Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in)

In case the Dividend has remained unclaimed in respect of previous financial years, the shareholders are advised to approach the Company or the Registrar & Share Transfer Agents of the Company.

20. As per Section 124(6) of the Companies Act, 2013 read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more have been transferred to the IEPF Account.

21. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a duly signed physical copy of the same to the Company along with the requisite documents enumerated in the Form IEPF-5.

22. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Link Intime India Pvt. Ltd., Vadodara (Company's Registrar & Share Transfer Agents) or to the Company Secretary at the registered office of the Company.

23. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

24. Pursuant to Finance Act 2020, dividend income will be taxable to the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Link Intime India Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by visiting on the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. at by 5 pm(Time)IST on July 21, 2023.

25. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by visiting on the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.

26. In view of the circular issued by SEBI dated April 20, 2018 ref: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, it is also mandatory to provide the Bank Mandate (Beneficiary Bank name and Beneficiary Account Number) on the face of the Warrant/ DD.



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27. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by visiting on the website of Company's Registrar & Share Transfer Agents, M/s. Link Intime India Pvt. Ltd. at [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) and upload the documents required therein.
28. Members are requested to notify immediately:
  - (a) Any change in their residential address.
  - (b) Income-tax Permanent Account Number (PAN).
  - (c) Bank details - Name and address of the bank; A/c No.; type of A/c.
29. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination form (Form SH-13) to Company's Registrar & Share Transfer Agents or to the Company Secretary at the registered office of the Company.
30. Members holding shares in more than one folio in the same order of name(s) are requested to send the details of their folios along with the share certificates so as to enable the Company to consolidate their holdings into one folio.
31. The Company has created an exclusive e-mail Id: [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com) for quick redressal of shareholders/investors grievances.
32. **Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:**

### **Process and manner for attending the Annual General Meeting through InstaMeet:**

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- ▶ Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through Insta Meet :**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders / Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders / Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders / Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk  
Link Intime India Private Limited**





Annexure

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders / members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The screenshots illustrate the installation process in four stages:

- Step 1:** A screenshot of the Cisco Webex website showing the download of the 'webexapp.msi' file. A blue arrow points to the download icon.
- Step 2:** A Windows file explorer window showing the 'webexapp.msi' file. A yellow arrow points to the 'Run' button.
- Step 3:** A screenshot of the 'Cisco Webex Meetings - InstallShield Wizard' window. A green checkmark indicates successful installation.
- Step 4:** A screenshot of the 'Cisco Webex Meetings - InstallShield Wizard' window showing the 'Ready to Install the Program' screen. A green checkmark indicates the final step.

Notice to Members

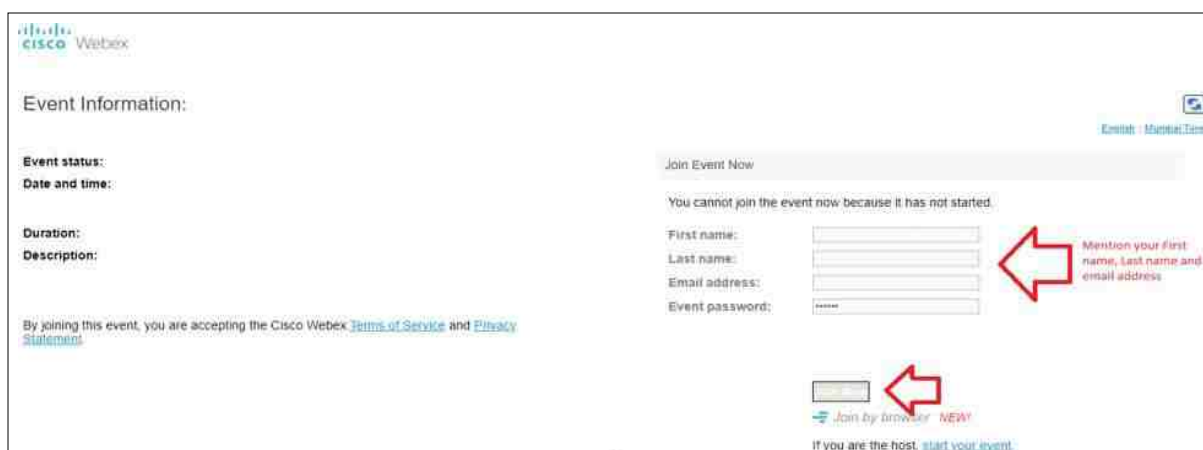


OR

a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

b)

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



### 33. Instructions for remote e-voting

**Please refer EVENT Number: 230189**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, the Company is providing facility of 'remote e-voting' (e-voting from a place other than at the Annual General Meeting) to its Members to exercise their right to vote at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the day of AGM will be provided by Link Intime India Pvt. Ltd.

#### VOTING PERIOD

The voting period begins on Tuesday, July 25, 2023 at 9:00 AM and ends on Thursday, July 27, 2023 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on July 21, 2023 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled for voting thereafter, A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before / during the AGM. Any non-individual Member or Member holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date of Friday, July 21, 2023, may follow the process given under note no. 33 and 34 of the notes to Notice of 51st AGM. Individual Members holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date of Friday, July 21, 2023 may follow the login process as given under note no. 33 and 34 of the notes to Notice of 51st AGM. Members can send request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) to obtain login ID and password. Members may contact Company Secretary, Mr. Sraban Kumar Karan, Plot no. 112, Sector III, Pithampur, Dhar-454774, Madhya Pradesh, [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com), 75665-93252 or RTA at Mr. Rajiv Ranjan, Asst. Vice President, Email ID: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in); Tel: 022 – 4918 6000.

The Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below

### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

\*Shareholders holding shares in NSDL form, shall provide 'D' above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
5. **Cast your vote electronically:**
  1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
  2. E-voting page will appear.

## Panasonic Energy India Co. Ltd.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk**  
**Link Intime India Private Limited**

**34. Instructions for e-voting during the Annual General Meeting:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number / registered email id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

The Board has appointed Mr. Vijay Bhatt, Practicing Company Secretary (Membership No. F4900, COP No. 2265), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.panasonicenergyindia.in.com](http://www.panasonicenergyindia.in.com) and on the website of Link Intime India Pvt. Ltd. immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

**35. Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com) from Tuesday, July 18, 2023, 9:00 AM to Friday, July 21, 2023 5:00 PM.

Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Diwanji & Co., Cost and Management Accountants, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2024.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2023-24 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors accordingly recommends the passing of this resolution.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at the Item no. 3 of this Notice.

**Registered Office**  
**GIDC, Makarpura, Vadodara - 390 010**  
**Gujarat, India**  
**CIN : L31400GJ1972PLC002091**  
**Tel. No.: (0265) 264 2661 / 263 8888**  
**e-mail: [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com)**  
**Website: [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in)**

**By Order of the Board**  
**For Panasonic Energy India Co. Ltd.**

**Sraban Kumar Karan**  
**Company Secretary**  
**ACS 23127**  
**Pithampur, May 30, 2023**

Dear Shareholders,

Your Directors have great pleasure to report you at the end of another challenging year, and presenting the 51<sup>st</sup> annual report together with the audited financial statements for the year ended March 31, 2023.

## 1. Financial Result Summary

(INR in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Sales Turnover</b>	25,329.23	24,151.56
<b>Profit/(Loss) before tax</b>	(1,412.09)	1,250.66
Less:		
Current tax	(5.89)	347.87
Deferred tax	(342.56)	(36.13)
Profit/(Loss) after tax	(1,063.64)	938.91
Add: Profit brought forward from previous year	2,008.24	1,669.33
<b>Net available surplus for appropriation</b>	<b>944.60</b>	<b>2,608.24</b>
<b>Appropriations</b>		
Dividend paid during the year	562.50	600.00
Surplus carried to Balance Sheet	382.10	2,008.24
	<b>944.60</b>	<b>2,608.24</b>

## 2. Transfer to Reserve

The Company does not propose to transfer any amount to the general reserve out of the amount available for appropriation.

## 3. Dividend

Keeping in view the loss of the Company, your Directors have decided to not declare any dividend for FY 2022-23.

## 4. Operational Review & State of Company's Affairs

The financial year 2022-23 witnessed a growth in value, during the year the actual volume of products sold remained under pressure. The increase in raw material prices and change in consumer spending behavior led to reinvention of strategies by organization to retain, acquire and increase value proposition for consumers, the battery industry promises further transformation and growth in the future.

In the above situation during the year, your Company registered net sales amount of INR 25,329.23 lakhs as against INR 24,151.56 lakhs of the previous year.

The Company had a loss of INR (1,412.09) lakhs as against profit before tax INR 1,250.66 lakhs in the last year.

### Dry Batteries

There was not much of a difference noticed in the usage pattern and the market continued to be focusing more on the standard priced batteries in the AA and AAA segment due to the acute competition amongst various players to secure volumes.

### Prospects

The prospect for Zinc Carbon dry batteries demand seems to be very encouraging during the coming years, one of the reasons being the growing usage of batteries in portable devices as well as the robust Indian economy and government policies promoting MAKE IN INDIA, which is likely to generate more business opportunities. Secondly, it is foreseen that many other industries such as electronic, TV, AC and set-top manufacturing companies shall rely more on local make batteries vs. the imported batteries in lieu of the thrust on BIS and battery waste management rules by Government of India.

#### **5. Change in Nature of Business**

As reported last year, there is no material change in the business.

#### **6. Product Profile**

The Company, witnessed a marginal increase in market share over last year through various initiatives and its expansion into various other product range to leverage its overall sales quantity and turnover, viz. Rechargeable batteries under the brand name of 'eneloop', premium range of 'EVOLTA' Alkaline batteries, Lithium coins, continues to grab fresh opportunities for advanced high drain new product introductions in the years to come.

#### **7. Management Discussion and Analysis**

##### **Business Overview**

India, one of the fastest growing major economy in the world and consisting of a major young population base is likely to drive the consumption and demand of batteries for more than a decade.

The dry batteries demand is likely to find new segments which shall require Zinc Carbon, Alkaline, Lithium coins, Rechargeable batteries and your Company has the best resources to penetrate in the Indian market's evolving need with the collaboration of Panasonic Holdings Corporation, Japan.

With a constantly expanding distribution network to meet the ever-increasing demand, the dry cell batteries are available in all kinds of local stores, malls and airline.

##### Zinc Carbon batteries

Zinc Carbon batteries share of organized manufacturers is estimated to have remained same with some minor fluctuations.

The market size of D size batteries was more or less same as last year. Maintaining its trend in financial year 2022-23 also, AA size continues to dominate the volume share and AAA size continues to be the focus product for growth.

##### Alkaline batteries

Battery industry in India is dominated by Zinc Carbon batteries, unlike in other parts of the world which is dominated by Alkaline battery market. Alkaline is a category which is continuously showing an uptrend and indicates good future growth.

Alkaline batteries contribute 6% to 7% approximately of the total battery demand in India. However, its contribution in terms of profit is considerably good. Considering this, your Company is aggressively concentrating its activities towards improvement of sales in this category by targeting new segments. Since the launch of 'EVOLTA' premium Alkaline batteries last year your company is focusing to satisfy the need of customers for a reliable, anti-leak, longer lasting batteries for their devices through its distribution amongst all trade channels.

In the financial year 2022-23, your Company registered more than double digit growth in the consumer channel markets in terms of revenue. Your Company also envisages a sizeable business in the forthcoming year in this segment and also holds good volume of confirmed orders for supplies in FY 2023-24.

### Rechargeable batteries

Rechargeable battery market contributes around 1% to total battery demand. This segment is dominated by imported low priced rechargeable batteries.

Your Company has successfully marked its presence in marketing and sales of high quality 'enloop' brand of rechargeable batteries and chargers.

Dealers and consumers appreciate the quality and superiority of our rechargeable batteries. Your Company maintained its dominance and market share in this category.

### Lithium coin batteries

The Lithium coin batteries usage in various applications is on growth in India. Your Company has the maximum range in this segment to serve the consumer needs and registered a significant revenue growth of about 139% over last year.

## **Industry Structure and Development**

The Company foresees positive growth in the AAA segment as a result of the gadgets using AAA batteries, replacing usage of AA batteries. A steady shift towards alkalization of Indian market is also likely to benefit in the years to come. The Company also witnessed growing trend of other categories of rechargeable, cylindrical and lithium coin batteries.

## **Marketing and Distribution**

The Company has also taken many steps to enhance its customer reach and widen its distribution and coverage. In the modern trade as well as E-commerce segment also, your Company has initiated activities to expand its presence in the market.

Your Company has been continuously making efforts not only to strengthen its distribution network but also concentrating on improving the productivity of every member of its sales team through various training and educational programs.

Your Company will also continue its efforts to promote the brand "Panasonic" and its products through various channels of advertising and publicity for enhancing consumer awareness and its advantages over competition.

## **Opportunities and threats**

### Opportunities

Presently, per capita consumption of batteries in India continues to remain low as compared with other developed countries. Batteries are the cheapest source of portable power and its consumption is always expected to grow as it is a product of recurring use. Changing usage patterns, arrival of new appliances, shift towards miniaturization of appliances, growing income levels and increase in nuclear families promises growth especially in AA/AAA size of batteries.

### Threats

The increasing cost of raw material, fluctuating exchange rate and increasing logistic cost is affecting the overall profitability of the company. The industry in India is highly competitive with many local and international players vying for the market share. The competition results in price war and can impact profit margin for the business. There is limited standardization and regulation in the industry, leading to concerns about quality and safety. And due to the price sensitive Indian market, sub standard product is still having the significant market share.

Smartphones are rapidly emerging as control units for connecting appliances so in long run we can face some challenges but remote controls still form a major part of such appliances, thereby supporting market growth.

## Risks and Concerns

During FY 2022-23, the purchase prices of major materials remained upward vs. FY 2021-22. Due to the record surge in international freight forwarding cost, shortage of containers, crude oil price increase, regional conflict, high market demand from other Asian countries and devaluation of the currency against the USD along with the increase in labor cost, the material landed cost had increased substantially. The average purchase prices of EMD, Zinc, ACB, Metal jackets, PVC, Corrugation packaging, Zinc chloride etc. stayed higher in FY 2022-23 by around 110% to 180 %, which not only impacted the direct materials cost but also severely disrupted estimates on profits.

## Outlook

The industry has a promising business outlook and great potential for growth, considering the increasing use of battery powered devices. With the support of government policy, India becoming the hotspot for the manufacturing of toys, electronic devices and medical equipment are the key factors for the rapid growth of the market.

Further, alkaline batteries are expected to strengthen their dominance in the primary battery market and continue to witness the fastest growth, primarily due to the increasing demand for primary batteries.

India's purchasing parity per capita income has more than doubled in the last decade and declining cost of consumer electronics and growing population have led to growth of the consumer electronics market in the country, which in turn, is driving the battery industry. Also rising income levels, increasing urbanization, changing lifestyle and enhanced need for convenience is expected to boost battery-run gadgets demand.

The battery industry has a promising future but it needs to adapt to changing market trends and environment regulation.

## Internal Financial Controls

The Company has an internal financial control system commensurate with the size and scale of its operations. These controls are adequate and operating effectively so as to ensure orderly and efficient conduct of business operations.

The internal staff monitors and evaluates the adequacy of internal control system in the Company, its compliances with operating systems, accounting procedures and policies at all locations of the Company. Based on the reports, the Company undertakes corrective actions, thereby strengthening the controls. Significant observations and corrective actions thereon are presented to the Audit Committee for its review.

## Development in the Human Resource and Industrial Relation

The Board wish to place on record its appreciation to all its employees for their sustained efforts and valuable contribution. Your Company is very much concerned for the employees so as to provide them with safe and accident free environment with a motto "Safety First" at the work place. The total employee strength of the Company as on March 31, 2023 stood at 718.

## Details of significant changes in key financial ratios

Sr. No	Ratio analysis	2022-23	2021-22
1	*Debtors Turnover	2.84 times	3.42 times
2	Inventory Turnover	6.22 times	7.43 times
3	Interest Coverage Ratio	-	-
4	Current Ratio	2.51 times	3.49 times
5	Debt Equity Ratio	-	-
6	*Operating Profit Margin(%)	- 4.11%	3.81%
7	*Net Profit Margin (%)	- 4.21%	3.89%
8	*Return on Net Worth	- 10.65%	8.74%

## Notes

- \* Debtors turnover has affected due to credit sales to Electronic Corporation of India Limited.
- \* Current Ratio has affected due to one-time cost towards VRS Expenses, Transfer benefits, Consolidation Cost which result in reduction of Cash & Bank Balance.
- \* Operating profit margin, Net profit margin & Return on net worth has gone down due to Material Cost, VRS Cost & Consolidation Cost.

**Research & Development**

We at, Panasonic Energy India Co. Ltd, aim for better quality of human life and preservation of our planet. Recognizing that our Company is a member of society, we are contributing to a healthier and more prosperous community by way of manufacturing and selling complete range of eco-friendly batteries through elimination of hazardous substances i.e. Lead(Pb), Mercury(Hg) and Cadmium(Cd) etc. contributing in reduction of CO<sub>2</sub> emission through energy conservation means. Implementing 3R concept "Reduce, Re-use and Re-cycle" will not only bring positive impact on environment but on betterment of living beings on the earth also. Our main business objective is customer first & we always strive to deliver best quality & environmental friendly batteries that offer consistent performance by putting our best efforts through Research & Development and Empowered with Japanese technology.

**8. Material changes and Commitments**

There is no such material change and commitment, affecting the financial position of the Company which have occurred between the end of the financial year ended on March 31, 2023 and the date of the report. Though during the year ending March 31, 2023, the Board of Directors in their meeting held on September 20, 2022 had decided to consolidate the operation of the Company by shifting manufacturing operations from Vadodara, Gujarat plant to its existing plant at Pithampur, Madhya Pradesh, to build an efficient supply chain module, improve productivity and to enhance competitiveness. During the fourth quarter, the Management has completed the process of dismantling of machinery at Vadodara and installed the same at its Pithampur plant. The Company had announced a Voluntary Retirement Scheme (VRS) to eligible employees based in Vadodara whereby employees were given option of either opting for transfer to Pithampur or opting for VRS. Basis on application received from employees' company has paid VRS benefits of INR 795.09 lakhs (including INR 107.5 lakhs of quarter ended March 31, 2023).

**9. Corporate Governance**

As per requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") a separate section on corporate governance practices followed by the Company, together with a certificate from the Company Secretary in Practice confirming compliances, forms an integral part of this Report.

**10. Annual Return**

A copy of Annual Return as required under the Companies Act, 2013 has been placed on the Company's website viz. <https://www.panasonicenergyindia.in>

**11. Board Meetings**

Schedules of Board and Committee meetings are prepared and circulated in advance to the Directors. During the year, six Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

**12. Directors' Responsibility Statement**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013;



- (a) that in the preparation of the annual accounts for the year ended March 31, 2023 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit and loss of the Company for the year ended on March 31, 2023;
- (c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the Directors had prepared the annual accounts on a going concern basis;
- (e) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13. Contracts and Arrangements with Related Parties**

All transactions entered with related parties for the year under review were in the ordinary course of business and on arm's length basis. Further, there are no material related party transactions during the year and thus a disclosure in Form AOC-2 in terms of Section 134 of the Act is not required.

All related party transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company viz. <https://www.panasonicenergyindia.in>

**14. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are annexed herewith. (Ref. "Annexure A")

**15. Risk Management**

The Company has framed a risk management policy containing the elements of various risks and implementation strategy to mitigate those risks. The risk management framework is reviewed periodically by the Board.

**16. Corporate Social Responsibility**

During the year under review as part of its initiatives under Corporate Social Responsibility (CSR), the Company has expanded its activities and participated in the projects in the areas of health, medical and cleanliness undertaken by NGO and Municipal Corporation. These projects are in accordance with Schedule VII of the Companies Act, 2013.

During the year, under Company's obligation towards its CSR Policy, the Company had distributed INR 25.14 lakhs to two outside implementing agencies operating in the area of health, medical and cleanliness (Swachh Bharat Mission).

The Annual Report on CSR activities is annexed herewith. (Ref. "Annexure B")

**17. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year, no complaint was received by the Company and hence, no complaints are outstanding as on March 31, 2023 for redressal.

## 18. Annual Evaluation by the Board

The Board has carried out an annual evaluation of its own performance, Committees of the Board and individual Directors pursuant to the provisions of the Companies Act, 2013 and Listing Regulations. The Board of Directors expressed their satisfaction with the evaluation process.

## 19. Vigil Mechanism / Whistle Blower Policy

The Company has established a vigil mechanism for Directors and employees and the same has been communicated to the Directors and employees of the Company. The vigil mechanism policy / whistle blower policy is also posted on the website of the Company.

## 20. Directors and Key Managerial Personnel

Mr. Akinori Isomura had been appointed as Chairman & Managing Director of the Company for a period of two years effective from January 01, 2022. The appointment of Mr. Isomura has already been approved by members by way of postal ballot and by the Central Government as per requirement of Schedule V.

The Company had received declarations from all Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and requirements of Listing Regulations.

Mr. Hideyuki Okunaga will retire by rotation and being eligible, offers himself for re-appointment.

As required by Regulation 36(3) of Listing Regulations, the relevant details in respect of the Directors proposed to be appointed / re-appointed are set out in the Corporate Governance Report forming part of the Board's Report. The Board recommends all the resolutions placed before the members relating to appointment / re-appointment of Directors for their approval.

Mr. Anjan Shah, had resigned from the position of CFO and Key Managerial Personnel w.e.f. December 29, 2022. Mrs. Susheela Maheswari, Company Secretary and Key Managerial Personnel had resigned w.e.f. March 31, 2023.

Mr. Sanjay Jain, CFO and Key Managerial Personnel had been appointed w.e.f. February 03, 2023. Mr. Sraban Kumar Karan, Company Secretary and Key Managerial Personnel had been appointed w.e.f. March 22, 2023

## 21. Committees of the Board

The Board of Directors have the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

## 22. Statutory Auditors

In accordance with the provisions of the Companies Act, 2013, the shareholders had appointed M/s. BSR & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company, at the 45<sup>th</sup> Annual General Meeting held on August 10, 2017, for first term of a period of five years i.e. up to the conclusion of 50<sup>th</sup> Annual General Meeting.

The first term of appointment of the Statutory Auditors had ended at the conclusion of 50<sup>th</sup> AGM. The Board had re-appointed M/s. BSR and Co., Chartered Accountants (a member entity of BSR & Affiliates) for a further period of five consecutive years as Statutory Auditors of the Company from the conclusion of the 50<sup>th</sup> AGM till the conclusion of the 55<sup>th</sup> AGM to be held for the Financial Year 2026-27. Members of the Company in their 50<sup>th</sup> AGM on July 28, 2022, had approved the appointment of M/s. BSR & Co., Chartered Accountants, Ahmedabad (a member entity of BSR & Affiliates) having ICAI Firm Registration No. 128510W as Statutory Auditors of the Company for the second term till the conclusion of the 55<sup>th</sup> AGM.

M/s. BSR & Co., Chartered Accountants, having ICAI Firm Registration No. 128510W as Statutory Auditors of the Company has given their report on Financial Statements for the Financial Year 2022-23. The same will be adopted by the Members in the ensuing Annual General Meeting. There is no qualification or adverse remark in Auditors' report.

### **23. Cost Auditor and Cost Audit Report**

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to prepare, maintain as well as have the audit of its cost records conducted by a Cost Accountant and accordingly, it has made and maintained such cost accounts and records. On the recommendation of the Audit Committee, M/s. Diwanji & Co., Cost and Management Accountants (Firm Registration No.: 000339), have been re-appointed as the Cost Auditor for the financial year 2023-24. In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, the Board seeks ratification at the ensuing Annual General Meeting for the remuneration payable to the Cost Auditors for the financial year 2023-24.

### **24. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. J. J. Gandhi & Co., Practicing Company Secretaries, having office at F46, India Bulls Mega Mall, Jetalpur, Vadodara - 390 007 to undertake the Secretarial Audit of the Company for the financial year 2023-24. There is no qualification or adverse remark in their report. The Report of the Secretarial Auditor is annexed herewith. (Ref. "Annexure C")

### **25. Reporting of Fraud**

During the year under review, Auditors have not reported any instances of fraud under section 143(12) of the Companies Act, 2013.

### **26. Subsidiaries, Joint Ventures and Associates**

Your Company does not have any subsidiary / subsidiaries, joint ventures and associates within the meaning of the Companies Act, 2013. Your Company is subsidiary of Panasonic Holdings Corporation.

### **27. Deposits**

The Company has not accepted any fixed deposits from public and accordingly, no amount was outstanding as on the date of the Balance Sheet.

### **28. Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013**

There are no loans, guarantees or investments covered under the provisions of Section 186 of the Companies Act, 2013.

### **29. Transfer to Investor Education and Protection Fund (IEPF)**

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more have been transferred to an IEPF Account.

During the year, the Company has transferred 10,507 number of shares to the IEPF Authority Account.

**30. Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Disclosures required under Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed herewith. (Ref. "Annexure D")

**31. Nomination & Remuneration Policy**

The remuneration paid to the Directors, Key Managerial Personnel and Senior Management Personnel are in accordance with the Nomination and Remuneration policy. As per the said Policy, the Nomination & Remuneration Committee (NRC) has formulated criteria for determining qualifications, positive attributes and independence of directors and other matters in terms of provisions of section 178(3) of the Act. The above policy has been posted on the website of the Company viz. <https://www.panasonicenergyindia.in>

**32. Compliance with all the applicable laws of Secretarial Standards**

During the year, the Company has complied with all the applicable Secretarial Standards.

**33. Significant and Material Orders passed by the Regulators or Courts**

No significant and material order has been passed by the regulator, court, tribunal, statutory and quasi-judicial body impacting the going concern status of the Company and its future operations.

**34. Acknowledgment**

Your Directors wish to place on record their appreciation of the contribution made by employees at all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation to the shareholders, dealers, distributors, consumers and banks for their continued support.

**For and on behalf of the Board**

**Akinori Isomura  
Chairman & Managing Director  
DIN: 09382377**

**Pithampur  
May 30, 2023**

**“Annexure-A” to the Board's Report****1. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo [Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]****(A) Conservation of energy**

- (i) The steps taken or impact on conservation of energy;
- Air wastage and leakage encountered resulted into saving of compressor air consumption by 5% due to various counter measures taken.
  - Electrical lighting load reduction by switching over in various lighting system to LED type.
  - Cooling tower was reconditioned by replacement of new fins & fan motor maintenance.
  - Replacement of LED Tube lights in place of florescent tube lights.
  - Replacement of existing main power transformer(1000KVA) by energy efficient same capacity power transformer in HT Yard.
  - Existing five window type Air Conditioner replaced by new energy efficient split type Air conditioners.
  - Co<sub>2</sub> emission was reduced by approx. 600 Ton/year by installation of 350KW Solar power plant at Pithampur plant. Total solar power generation during the year 2022-23 is 624 K-kwh.
  - Due to Merging of Vadodara plant to Pithampur plant, utilization of Utility equipment & power consumption optimized.
- (ii) The capital investment on energy conservation equipments;
- Capital investment done on energy conservation equipment's is to the tune of INR 236 lakhs.

**(B) Technology Absorption**

1	The efforts made towards technology absorption	<ol style="list-style-type: none"> <li>1. Utilized natural resources to optimum level and thereby reduced consumption of natural resources without compromising the quality.</li> <li>2. Efforts are made to increase the recyclability of the waste generated during manufacturing activities.</li> <li>3. Optimum utilization of natural resources without compromising the quality.</li> <li>4. Production &amp; Utility facilities were merged at pithampur plant for optimum utilization by PV project.</li> <li>5. Installation of 350KW Solar power generation plant for reduction of CO<sub>2</sub> emission.</li> <li>6. Installation 1000KVA energy efficient Power transformer for eliminating power loss.</li> </ol>
2	The benefit derived like product improvement, cost reduction, product development, import substitution	<ol style="list-style-type: none"> <li>1. Manufacturing and supply of eco-friendly batteries and thereby contributing to the betterment of the society and environment.</li> <li>2. Regular practicing of 3R concept i.e. reduce, re-use and recycling the waste generated.</li> <li>3. Minimum wastage of natural resources to conserve the same for generations to come.</li> <li>4. Adoption of Automization at process.</li> <li>5. Technology adoption for improvement.</li> </ol>
3	The expenditure incurred in research and development.	INR 337.39 Lakhs

**(C) Foreign Exchange Earnings and Outgo**

1	Foreign Exchange Earned	INR 147.55 Lakhs
2	Foreign Exchange Outgo	INR 8256.67 Lakhs

**For and on behalf of the Board**

**Akinori Isomura**  
**Chairman & Managing Director**  
**DIN: 09382377**

**“Annexure-B” to the Board's Report****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES**

1. Brief outline on CSR Policy of the company.

CSR is the process by which we think about and evolve our relationships with stakeholders for the common good and demonstrate our commitment in this regard by adoption of appropriate business processes and strategies. We use CSR to integrate economic, environment and social objectives with the company's operations and growth.

Our social vision has been enshrined in the three E's which have become the Guiding Principles of our CSR initiatives, i.e; Education, Empowerment and Health, and Environment.

2. Composition of the CSR Committee of the company:
- Not Applicable
- 
- (With Reference to MCA notification dated September 28, 2020)

Sr. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Composition of CSR Committee is not applicable to the Company as mentioned above				

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.
- www.panasonicenergyindia.in

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).
- Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any
- Not applicable

Sr. No.	Financial year	Amount available for set-off from preceding financial years (in INR)	Amount required to be set off for the financial year, if any (in INR)
-	-	-	-
	Total	-	-

6. Average net profit of the company as per section 135(5).
- INR 11,01,45,260.00

7. (a) Two percent of average net profit of the company as per section 135(5):
- INR 22,02,905.20

- (b) Surplus arising out of the CSR projects or Programme or activities of the previous financial years.
- Nil

- (c) Amount required to be set off for the financial year:
- Nil

- (d) Total CSR Obligation for the financial year (7a + 7b - 7c).
- INR 22,02,905.20



## Panasonic Energy India Co. Ltd.

8. (a) CSR amount spent or unspent during the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in INR)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
25,13,993.00	-	-	-	-	-

(b) Details of CSR amount spent against the ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the Project		Project duration	Amount allocated for the project (in Rs.)	Amount Spent in the current financial year (in Rs.)	Amount transferred to unspent CSR Account for the project as per Section 135 (6) (in Rs.)	Mode of implementation Direct (Yes / No).	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR registration no.
-	-	-	-	-	-	-	-	-	-	-	-	-
-	Total	-	-	-	-	-	-	-	-	-	-	-

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl No.	Name of the Project	Item from the list of activities specified in Schedule VII to the Act	Local Area (Yes / No).	Location of the Project		Amount spent for the Project (in Rs.)	Mode of implementation – Direct (Yes / No).	Mode of implementation – through implementing Agency	
				State	District			Name	CSR Registration No.
1	Solar Powered Public Toilets	Contribution to Swachh Bharat Khosh	Yes	Madhya Pradesh	Indore	15,68,400.00	No	Municipal Corporation, Indore (M.P)	CSR00009654
2	Medical treatment of cancer children	Promoting Healthcare	Yes	Gujarat	Vadodara	9,45,593.00	No	Medical Care Centre Trust	CSR00003940
	Total					25,13,993.00			

(d) Amount spent in Administrative Overheads:	Nil
(e) Amount spent on Impact assessment, if applicable:	Nil
(f) Amount spent for the Financial Year (8b + 8c + 8d + 8e)	INR 25,13,993.00
(g) Excess amount for set off, if any:	INR 3,11,088.00

Sl. No.	Particular	Amount (in INR)
(i)	Two percent of average net profit of the company as per section 135(5)	22,02,905.20
(ii)	Total amount spent for the Financial Year	25,13,993.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	3,11,088.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	3,11,088.00

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

Sl. No.	Preceding Financial year	Amount transferred to Unspent CSR Account under Section 135 (6) (in INR)	Amount spent in the reporting Financial Year (in INR)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in INR)
				Name of the Fund	Amount (in INR)	Date of transfer	
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
-	Total	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in INR)	Amount spent on the project in the reporting Financial Year (in INR)	Cumulative amount spent at the end of reporting Financial Year (in INR)	Status of the project - Completed /Ongoing
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
-	Total	-	-	-	-	-	-	-

## Panasonic Energy India Co. Ltd.

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10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:  
(Asset – wise allocation)
- (a) Date of creation or acquisition of the capital asset(s).
  - (b) Amount of CSR spent for creation or acquisition of capital asset.
  - (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
  - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

Not Applicable

Not Applicable

**Pithampur  
May 30, 2023**

**For and on behalf of the Board**

**Akinori Isomura  
Chairman & Managing Director  
DIN: 09382377**

## Contents of the CSR Policy

CSR is the process by which we think about and evolve our relationships with stakeholders for the common good and demonstrate our commitment in this regard by adoption of appropriate business processes and strategies. We use CSR to integrate economic, environment and social objectives with the company's operations and growth.

- (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.
- (v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;
- (vi) Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- (vii) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports
- (viii) Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- (ix)
  - (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and
  - (b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organization (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
- (x) Rural development projects
- (xi) Slum area development.
- (xii) Disaster management, including relief, rehabilitation and reconstruction activities.

**“Annexure-C” to the Board's Report**

**Secretarial Audit Report  
(For the Financial year ended on 31st March, 2023)**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Panasonic Energy India Company Limited  
GIDC, Makarpura, Vadodara – 390 010

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by Panasonic Energy India Company Limited (CIN L31400GJ1972PLC002091) (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliance and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2023, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB). - Asreported to us there were no FDI, ODI and ECB transactions in the Company during the Audit period.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
  - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable to the Company during the Audit Period.
  - D. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable to the Company during the Audit Period.
  - E. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable to the Company during the Audit Period.
  - F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. - The Company is not registered as Registrar to Issue and Share Transfer Agent.

- G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. - Not Applicable to the Company during the Audit Period.
  - H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - Not Applicable to the Company during the Audit Period.
6. Further, as per representation of management letter, considering its nature of business, process and location, the following Acts are specifically applicable to the Company. There are adequate systems and processes in the company to monitor and ensure compliance;
- A. The Water (prevention and control of pollution) Act, 1974
  - B. The Air (Prevention and Control of Pollution) Act, 1981
  - C. The Environment (Protection) Act, 1984
  - D. The Petroleum Act, 1934

We have also examined compliance with the applicable clauses of the following:

- (i) The Mandatory Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above.

**We further report that;**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that as per the minutes of the meetings duly recorded and signed by the Chairman, the decisions were carried at meetings without any dissent.

Based on the Compliance mechanism established by the Company and on the basis of certificates placed before the Board and taken on record by the Directors at their meetings, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**for J. J. Gandhi & Co.  
Practising Company Secretaries**

**(J. J. Gandhi)  
Proprietor  
FCS No. 3519 and CP No. 2515  
P R No. 1174/2021  
UDIN number F003519E000399574**

**Place: Vadodara  
Date: 30th May, 2023**

This report is to be read with our letter of even date which is annexed as **Annexure** and forms an integral part of this report.



**Annexure to Secretarial Audit Report**

Date: 30th May, 2023

To,  
The Members,  
Panasonic Energy India Company Limited  
GIDC, Makarpura, Vadodara – 390 010

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. The Compliance of applicable financial laws like direct and indirect laws have not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and Other designated professionals.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**for J. J. Gandhi & Co.  
Practising Company Secretaries**

**(J. J. Gandhi)  
Proprietor  
FCS No. 3519 and CP No. 2515  
P R No. 1174/2021  
UDIN number F003519E000399574**

**Place: Vadodara  
Date: 30th May, 2023**

**“Annexure-D” to the Board’s Report****Disclosure in the Board's Report under Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014**

- 1 Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23:

Sr. No.	Name of Director	Ratio
1	Mr. Akinori Isomura	41.31:1
2	Ms. Geeta Goradia	0.56:1
3	Mr. Mayur Swadia	0.72:1
4	Mr. Atul Dalmia	0.46:1
5	Mr. Hideyuki Okunaga	0.00:1
6	Mr. Tadasuke Hosoya	0.00:1

- 2 The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, for the financial year 2022-23 compared to 2021-22:

Sr. No.	Name of Director/KMP	% of increase/ decrease in Remuneration
1	*Mr. Akinori Isomura - Chairman & Managing Director ( w.e.f 01-01-2022) 3 Months Salary Considered for FY 2021-22	367
2	Ms. Geeta Goradia - Director	-45
3	Mr. Mayur Swadia - Director	-42
4	Mr. Atul Dalmia - Director	-57
5	Mr. Hideyuki Okunaga	-100
6	Mr. Tadasuke Hosoya (CMD upto 31.12.2021 and NED w.e.f. 01.01.2022)	-100
7	**Mr. Anjan Shah - Chief Financial Officer	-30
8	**Mr. Sanjay Kumar Jain	NA
9	Ms. Susheela Maheshwari - Company Secretary	-10

\* Part of the year

- 3 The Percentage change in the median remuneration of employees in the financial year 2022-23 as compared to 2021-22 : 9.00%

- 4 The number of permanent employees on the roll of Company :

31-03-2023	31-03-2022
718	829

- 5 Average percentile increase in salaries of employees other than managerial personnel: 5%

- 6 The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.

- 7 A statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is available for inspection at the registered office of the Company during business hours and will be made available to any shareholder on request. Affirmation of disclosure of Annexure D is as per NRC Policy.

**1. PHILOSOPHY ON CODE OF GOVERNANCE**

Panasonic Energy India Co. Ltd., a Member of the 'Panasonic' group, is committed to the highest standards of fair, ethical and transparent governance practices. The corporate governance policies followed by Panasonic are intended to ensure transparency in all dealings. The Company recognizes the importance of strong corporate governance which is an important mechanism of investor protection.

The Board of the Company acts as a trustee and assumes fiduciary responsibility of protecting the interest of the shareholders and other stakeholders of the Company. The Board supports the broad principles of corporate governance. In order to attain highest level of corporate governance practice, the Board lays strong emphasis on transparency, accountability and integrity.

The Company believes that its systems and actions should be devoted for enhancing corporate performance and maximizing shareholders value in the long term.

**2. BOARD OF DIRECTORS**

The Company has a balanced structure of the Board which is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"). As on March 31, 2023, the Board comprises of six Directors (five being Non-Executive Directors), of which three Directors are the Independent Directors. The Non-Independent Directors (Promoters) include a Chairman & Managing Director. None of the Directors have any inter-se relation among themselves and any employee of the Company.

All Independent Directors on the Board are highly experienced, competent and renowned persons in their respective fields. They actively participate in the Board and Committee Meetings which is a great value addition in the decision making process.

The Board and Committee Meetings are convened by giving appropriate notice atleast 9 to 10 days in advance of the date of meeting. The Directors are provided with appropriate information in the form of agenda items in a timely manner in order to enable them to deliberate on each agenda item and to make informed decisions and provide appropriate directions to the management in this regard. All significant developments and material events are brought to the notice of the Board.

Video-conferencing facility which is capable of recording and storing the proceedings of meeting is also provided at the Board and Committee meetings, in case any Director is unable to attend the meeting in person but wishes to participate through video conference.

During the Financial year 2022-23, Six Board Meetings were held on following dates:

May 25, 2022; August 03, 2022; September 20, 2022; November 11, 2022; February 07, 2023 and March 22, 2023. The gap between any two Board Meetings did not exceed one hundred twenty (120) days as prescribed under the Companies Act, 2013 and the Listing Regulations.

The last Annual General Meeting was held on July 28, 2022.

Details of composition of the Board, attendance of Directors at the Board Meetings and last Annual General Meeting (AGM), other Directorships (excluding Private Limited Companies, Foreign Companies and Section 8 Companies) category, and Committee positions as on March 31, 2023 are given below:

Name of the Director	DIN	Category	No. of Board Meetings Attended	Attendance at the last AGM	*Other Directorships in Public Companies	**No. of Audit Committees and Stakeholders Relationship Committee	
						Chairman	Member
Mr. Akinori Isomura (w.e.f. 01.01.2022)	09382377	ED (P)	6/6	Yes	1	NIL	2
Mr. Tadasuke Hosoya	08232012	NED (P)	4/6	Yes	NIL	NIL	1
Ms. Geeta Goradia	00074343	NED (I)	5/6	Yes	4	NIL	2
Mr. Mayur Swadia	01237189	NED (I)	6/6	Yes	3	2	3
Mr. Atul Dalmia	00228257	NED (I)	4/6	Yes	NIL	NIL	1
Mr. Hideyuki Okunaga	06792183	NED(P)	2/6	No	1	NIL	NIL

\* Excluding Panasonic Energy India Co. Ltd.

\*\* Only Audit Committee and Stakeholders Relationship Committee as provided in Regulation 26(1) of SEBI (LODR) Regulations, 2015 including Panasonic Energy India Co. Ltd.

ED (P)-Executive Director (Promoter), NED (I)-Non-Executive Director (Independent),

NED (P)-Non-Executive Director (Promoter)

List of Directorship held in Public Listed Companies and Category of Directorship:

Name of Director	Name of Listed Entity	Category of Directorship
Mr. Akinori Isomura	Panasonic Energy India Co. Ltd.	Executive Director
	Panasonic Carbon India Co. Ltd.	Non-Independent Director
Mr. Tadasuke Hosoya	Panasonic Energy India Co. Ltd.	Non-Independent Director
Ms. Geeta Goradia	Panasonic Energy India Co. Ltd.	Independent Director
	Transpek Industries Ltd.	Independent Director
Mr. Mayur Swadia	Panasonic Energy India Co. Ltd.	Independent Director
	Ambalal Sarabhai Enterprises Limited	Independent Director
Mr. Atul Dalmia	Panasonic Energy India Co. Ltd.	Independent Director
Mr. Hideyuki Okunaga	Panasonic Energy India Co. Ltd.	Non-Independent Director
	Panasonic Carbon India Co. Ltd.	Non-Independent Director

#### Familiarization Programme for Directors:

The Company follows a structured orientation programme for its newly inducted Director(s) to ensure that they become fully aware of the industry in which the Company operates; the processes, systems and policies adopted and followed by the Company. The familiarization programme focuses on the business model and operations of the Company and also aims at informing the Directors on the legal, regulatory as well as socio-economic regime in which the Company functions.

A formal letter of appointment is given to every Director after appointment, which inter alia explains the role, functions, duties and responsibilities expected from him as Director of the Company.

Every Director so appointed is provided with an Introductory Kit consisting of:

- 1) Annual Report;
- 2) Memorandum and Articles of the Company; and
- 3) Brochure of Company's product and details thereof.

The Chairman & Managing Director also have one to one discussion with the newly appointed Director to familiarize him with the Company's operations and laws applicable to it. Plant/Factory visit is also organized for the purpose so mentioned.

The familiarization programme for Independent Directors in terms of provisions of Listing Regulations is uploaded on the website of the Company viz. <https://www.panasonicenergyindia.in>

#### Skill matrix

The Board skill matrix provides a guide as to the core skills, expertise, competencies and other criteria (collectively referred to as 'skill sets') considered appropriate by the Board of the Company in the context of its business and sector(s) for it to function effectively and those actually available with the Board. The skill sets will keep on changing as the organization evolves and hence the Board may review the matrix from time to time to ensure that the composition of the skill sets remains aligned to the Company's strategic direction.

The skill sets identified by the Board along with its availability assessment collectively for the Board and individually for each Director are as under:

Areas of Skills/Expertise	Mr. Akinori Isomura	Mr. Tadasuke Hosoya	Ms. Geeta Goradia	Mr. Mayur Swadia	Mr. Atul Dalmia	Mr. Hideyuki Okunaga
<b>INDUSTRY SKILLS</b>						
Strategic Thinking	√	√	√	√	√	√
Executive Leadership and Board Experience	√	√	√	√	√	√
Technology Innovation	√	√	√	√	√	√
Decision Making	√	√	√	√	√	√
<b>GOVERNANCE AND COLLECTIVE SKILLS</b>						
Policy Making	√	√	√	√	√	√
Strategy and risk Management	√	√	√	√	√	√
Corporate Governance	√	√	√	√	√	√
Finance and Accounting Experience	√	√	√	√	√	√
<b>PERSONAL ATTRIBUTES</b>						
Integrity and Ethical Standards	√	√	√	√	√	√
Leader and Team Player	√	√	√	√	√	√
Critical and Innovative Thinker	√	√	√	√	√	√

#### Separate meeting of Independent Directors

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of Listing Regulations, a meeting of the Independent Directors of the Company was held on January 25, 2023 in which the following matters were considered: -

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonable perform its duties.

The performance evaluation of the Chairman & Managing Director and the Non-Executive Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### Confirmation on Independence of Independent Directors

In the opinion of the Board, all the Independent Directors, fulfil the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and such is based on the declaration received from all the Independent Directors. The Board has also confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

A formal letter of appointment to Independent Directors as provided under Companies Act, 2013 has been issued and disclosed on website of the Company viz. [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in)

## 3. AUDIT COMMITTEE

### ❖ Terms of Reference

The powers and terms of reference of the Audit Committee are in conformity with Section 177 of the Companies Act, 2013 and Regulation 18 and Part C of Schedule II of the Listing Regulations.

The Audit Committee acts as a link between the Statutory Auditors, Internal Auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism and Whistle Blower Policy. All the members of the Audit Committee are financially literate and possess sound knowledge in finance and accounting practices.

### ❖ Composition

The Audit Committee was constituted by the Board of Directors at its meeting held on January 23, 2001 and was reconstituted from time to time, latest reconstitution being on October 29, 2021. The present composition of the Audit Committee and the number of meetings held and attended by Members during the year are as under:

Sr. No.	Name of Member	Status	No. of Meetings Held	No. of Meetings Attended
1	Mr. Mayur Swadia	Chairman	4	4
2	Ms. Geeta Goradia	Member	4	3
3	Mr. Atul Dalmia	Member	4	3
4	Mr. Akinori Isomura	Member	4	4

The Company's Internal Auditors, Statutory Auditors and head of finance department are invited to attend the meetings. The Company Secretary acts as the Secretary of the Committee.

Mr. Mayur Swadia, the Chairman of the Audit Committee was present in the last Annual General Meeting held on July 28, 2022.



**4. NOMINATION AND REMUNERATION COMMITTEE**

❖ **Terms of Reference**

Committee's constitution and terms of reference are in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of Schedule II of the Listing Regulations, as amended from time to time. The Nomination and Remuneration Committee recommends the appointment, re-appointment and remuneration payable to Directors and senior management personnel. The remuneration is determined by the Committee keeping in view (i) financial position of the Company; (ii) trends in the industry; (iii) appointee's qualification, experience, past performance and past remuneration etc.

❖ **Composition**

The Nomination and Remuneration Committee was constituted by the Board of Directors at its meeting held on January 23, 2004 and was reconstituted from time to time, latest reconstitution being on October 29, 2021.

The present composition of the Committee and the number of meetings held and attended by Members during the year are as under:

Sr. No.	Name of Member	Status	No. of Meetings Held	No. of Meetings Attended
1	Mr. Atul Dalmia	Chairman	3	2
2	Ms. Geeta Goradia	Member	3	3
3	Mr. Mayur Swadia	Member	3	3
4	Mr. Akinori Isomura	Member	3	3

The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

Mr. Atul Dalmia, the Chairman of the Nomination and Remuneration Committee was present in the last Annual General Meeting held on July 28, 2022.

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes and it covers the areas which are relevant for the functioning of Independent Directors such as preparation, participation, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgement.

**5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

As per MCA notification dated September 28, 2020, CSR Committee dissolved w.e.f. 01.04.2021.

**6. STAKEHOLDERS RELATIONSHIP COMMITTEE**

❖ **Terms of Reference**

Stakeholders Relationship Committee was originally formed in the Board Meeting held on January 23, 2001 and it was reconstituted from time to time by the Board of Directors, latest reconstitution being on October 29, 2021. The Committee specifically looks into issues relating to investors including share related matters and redressal thereof.

The terms of reference of the Stakeholder's Relationship Committee are as under:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and

- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

### Composition

The present composition of the Committee is as under:

Sr. No.	Name of Member	Status	No. of Meetings Held	No. of Meetings Attended
1	Mr. Mayur Swadia	Chairman	1	1
2	Mr. Tadasuke Hosoya	Member	1	0
3	Mr. Akinori Isomura	Member	1	1

Company Secretary has been designated as the Compliance Officer and also acts as Secretary of the Committee.

The meeting of the Committee for the financial year 2022-23 was held on March 17, 2023.

Mr. Mayur Swadia, the Chairman of the Committee was present in the last Annual General Meeting held on July 28, 2022.

The total number of correspondence received from the shareholders was 365 of which no correspondence was in the nature of complaint.

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for prevention of Insider Trading. All the Directors, employees and other persons who are expected to have access to Unpublished Price Sensitive Information relating to the Company are governed by this Code. The Company has also adopted 'The Code of practices and Procedures' for Fair Disclosure of Unpublished Price Sensitive Information in compliance with Prohibition of Insider Trading Regulations.

## 7. REMUNERATION OF DIRECTORS

### ❖ Pecuniary Relationships

None of the Non-Executive Directors of the Company has any pecuniary relationships or material transactions with the Company except for sitting fees [paid to NED (I) only] for attending Board meetings or Committee meetings thereof and commission on net profits, if any.

In compliance with the requirements of Ind AS 24 issued by ICAI, transactions with related parties have been furnished under notes to the accounts of the financial statements.

### ❖ Remuneration to Non-Executive Directors

In terms of ordinary resolution passed by the Members at Annual General Meeting held on September 15, 2020, Non-Executive Directors have been paid aggregate commission at a rate not exceeding 1% per annum of the net profit of the Company computed in accordance with Section 198 of the Companies Act, 2013 as determined by the Board of Directors, based on the association of each of the Directors with the Company. The Company incurred loss in the financial year 2022-23. So, the payment of commission to non-executive directors could not arise from loss of the financial year 2022-23.

The Non-Executive Directors, except those nominated by promoter, were paid sitting fees of INR 20,000.00 for attending each of the Board and Committee meetings.

Sr. No.	Name	Category	Sitting Fees (INR) (A)	Commission (INR) (B)	Total (INR) (C=A+B)
1	Ms. Geeta Goradia	NED (I)	2,20,000.00	0.00	2,20,000.00
2	Mr. Mayur Swadia	NED (I)	2,80,000.00	0.00	2,80,000.00
3	Mr. Atul Dalmia	NED (I)	1,80,000.00	0.00	1,80,000.00
4	Tadasuke Hosoya	NED (P)	-	-	-
5	Mr. Hideyuki Okunaga	NED(P)	-	-	-

❖ **Remuneration to Executive Director**

The remuneration of Chairman & Managing Director comprises of salary and perquisites.

Sr. No.	Name & Designation	Salary (INR) (A)	Perquisites (INR) (B)	Total (INR) (C=A+B)
1	Mr. Akinori Isomura (Chairman & Managing Director)	15,876,168	270,000	16,146,168

Note:

- 1) The above figures are exclusive of the accruals for gratuity as it is funded on the basis of an actuarial valuation of the Company as a whole.
- 2) Notice period for the Executive Director is as applicable to the senior employees of the Company. No severance fee is payable to the Executive Director on termination of employment.
- 3) The Company has not issued any stock option to its Directors & employees.

**8. GENERAL BODY MEETINGS**

Particulars of location, date and time of the Annual General Meetings held during the last three years are given below.

Financial Year	Date & Time	Venue	Special Resolutions
2019-20 (48th AGM)	September 15, 2020 10.00 AM	Through video conferencing/ other audio- visual means at the Registered office of the company, G.I.D.C. Makarpura, Vadodara- 390010	1. Payment of commission to Non-Executive Directors of the company.  2. Appointment of Mr. Tadasuke Hosoya as Chairman & Managing Director
2020-21 (49th AGM)	September 22, 2021 11.00 AM	Through video conferencing/ other audio- visual means at the Registered office of the company, G.I.D.C. Makarpura, Vadodara- 390010	1. Revision in remuneration payable to Mr. Tadasuke Hosoya, Chairman & Managing Director from October 01, 2020.

Financial Year	Date & Time	Venue	Special Resolutions
2021-22 (50th AGM)	July 28, 2022 11.00 AM	Through video conferencing/ other audio- visual means at the Registered office of the company, G.I.D.C. Makarpura, Vadodara- 390010	NIL

During the year 2021-22, below mentioned resolution was passed through Postal Ballot (EOGM):

Financial Year	Date & Time	Voting Pattern	Person Who conducted Postal Ballot	Special Resolutions
2021-22	December 18, 2021	Remote e-voting process. No. of members voted are 38 with votes 4413302. No. of members abstained from voting 1 with votes 4. No. of members validly voted are 37 with votes 4413298.	Vijay Bhatt & Co., Company Secretaries – Scrutinizer appointed to conduct the Postal Ballot e-voting process	1. Appointment of Mr. Akinori Isomura as Chairman & Managing Director

37 Shareholders holding 4413298 shares have casted their votes for 4413296 shares in favour and 2 shares against the Special Resolution.

## 9. MEANS OF COMMUNICATIONS

- ❖ The extracts of quarterly/half yearly and the annual audited results are normally published in widely circulating national and local dailies viz., Business Standard (English) and Loksatta (Gujarati) and are disseminated to Bombay Stock Exchange (BSE), where the shares of the Company are listed.
- ❖ The Company discloses to the stock exchange regarding information required to be disclosed under regulation 30 read with Part A of Schedule III of the Listing Regulations, including material information which have a bearing on the performance/operations of the Company. All information is filed electronically on BSE's online portal and BSE Listing Centre.
- ❖ The annual report of the Company, quarterly / half-yearly and annual financial statements of the Company are also placed on the Company's website viz. [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in) and can be downloaded.
- ❖ The shareholders can visit the Company's web-site for financial information, shareholding information, all kinds of policies of the Company, annual reports of the previous Financial Years, etc.

## 10. GENERAL SHAREHOLDER'S INFORMATION

### a) Annual General Meeting

Day, date and time	Friday, July 28, 2023. 10 AM
Venue	Through video conference at the Registered Office of the Company, G.I.D.C. Makarpura, Vadodara- 390010

### b) Financial Calendar

For the financial year 2023-24, financial results will be announced as per the following tentative schedule:

1st quarter ended on June 30, 2023	Second week of August, 2023
2nd quarter ended on September 30, 2023	Second week of November, 2023
3rd quarter ended on December 31, 2023	Second week of February, 2024
Audited financial results for the year ended on March 31, 2024	Second week of May, 2024

## Panasonic Energy India Co. Ltd.

### c) Date of Book Closure

The Company's Register of Members and Share Transfer Books will remain closed from Saturday, July 22, 2023 to Friday, July 28, 2023, (both days inclusive).

### d) Dividend payment date

Keeping in view the loss made by the Company during the year, the Board of Directors has not recommended dividend.

### e) Listing on Stock Exchange

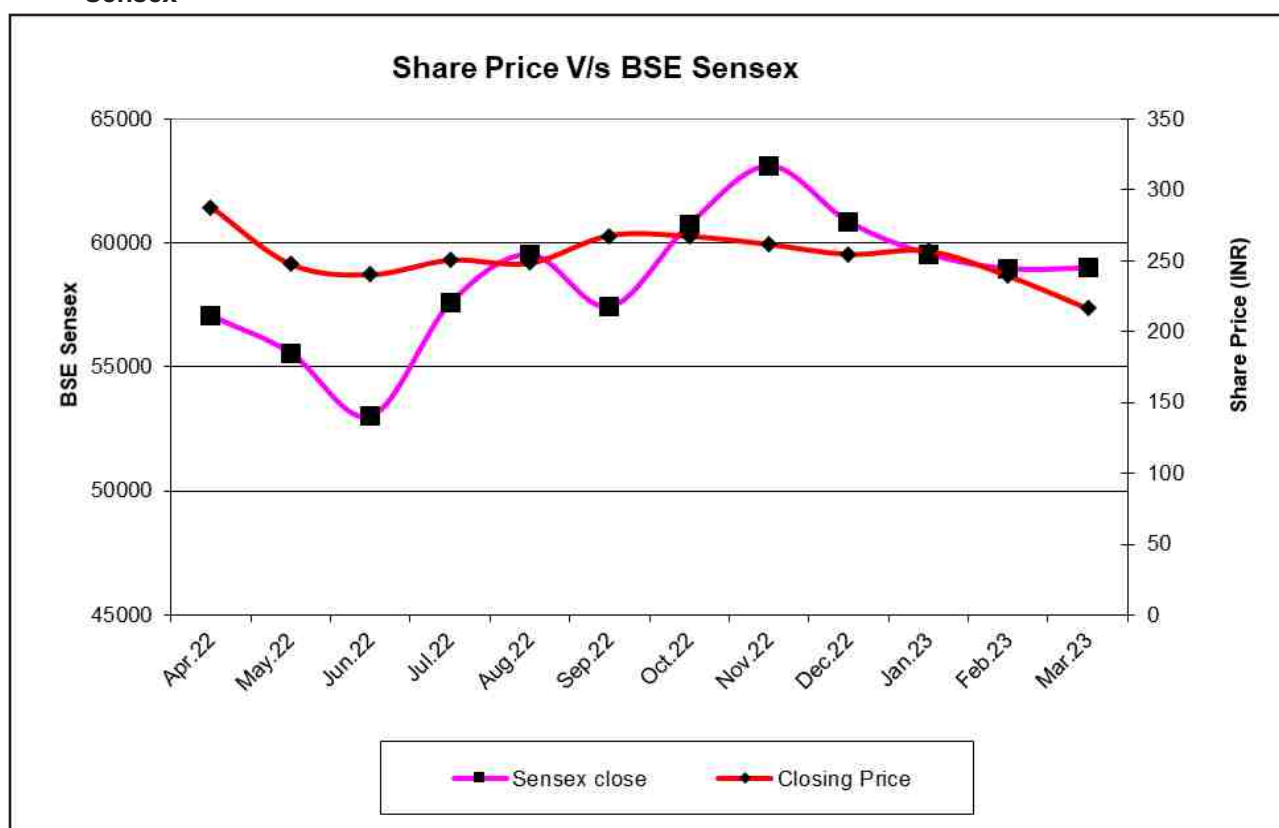
Company's equity shares are listed on the BSE Ltd.  
Address : Phiroz Jeejeebhoy Towers, 25th Floor, Dalal Street, MUMBAI - 400 001.  
The Company has paid the listing fees for the year 2022-23 to BSE.

### f) Stock Code

The Bombay Stock Exchange Ltd.	504093
International Securities Identification No. (ISIN)	INE795A01017

### g) Market price data for the year 2022-23 of the Company on BSE

Month	Months High price (INR)	Months Low price (INR)	Sensex	
			High	Low
April 2022	304.95	278.80	60845.10	56009.07
May 2022	290.00	245.00	57184.21	52632.48
June 2022	261.00	220.00	56432.65	50921.22
July 2022	257.90	235.00	57619.27	52094.25
August 2022	258.25	238.00	60411.20	57367.47
September 2022	310.00	246.65	60676.12	56147.23
October 2022	299.00	253.20	60786.70	56683.40
November 2022	295.00	250.30	63303.01	60425.47
December 2022	274.00	246.00	63583.07	59754.10
January 2023	275.00	247.10	61343.96	58699.20
February 2023	265.45	228.05	61682.25	58795.97
March 2023	248.45	200.60	60498.48	57084.91

h) **Company's closing share price movement during the financial year 2022-23 on BSE vis-à-vis Sensex**i) **Registrar & Transfer Agent**

Share transfer, dividend payment and all other investor related matters are being attended and processed by our Registrar and Share Transfer Agent (RTA) viz. Link Intime India Pvt. Ltd.

j) **Address for correspondence**

Registered Office	Registrar & Share Transfer Agent
Company Secretary Panasonic Energy India Co. Ltd. GIDC, Makarpura, Vadodara-390 010, Gujarat, India. Tel. No.: (0265) 264 2661 / 263 8888 Fax : (0265) 263 8892 E-Mail: <a href="mailto:sraban.karan@in.panasonic.com">sraban.karan@in.panasonic.com</a> Website: <a href="http://www.panasonicenergyindia.in">www.panasonicenergyindia.in</a>	Link Intime India Pvt. Ltd. B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020, Gujarat, India. Tel. No.: +91 265 2356573 E-mail id: <a href="mailto:vadodara@linkintime.co.in">vadodara@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

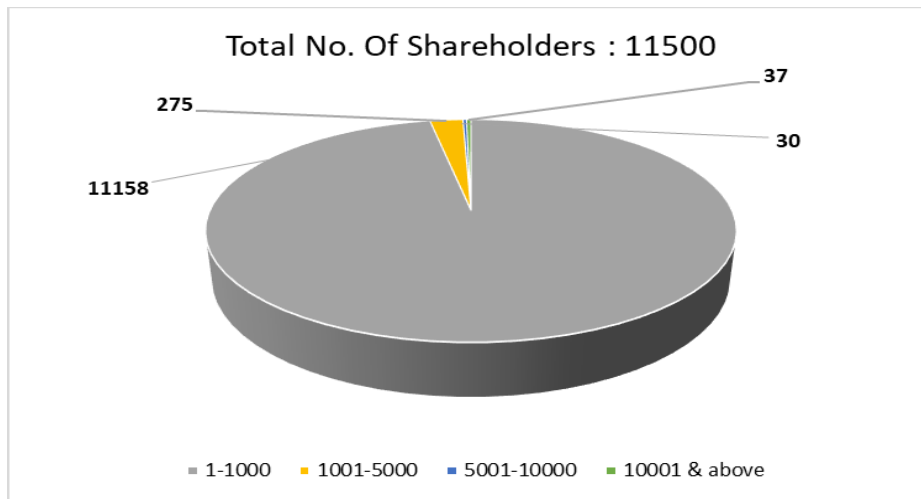
k) **Share Transfer System**

Share transfer request received in physical mode are normally registered within 15 days from the date of receipt and demat requests are also normally confirmed within an average of 15 days from the date of receipt.

Members may please note that with effect from April 01, 2019, shares held in physical form cannot be transferred. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company by opening a demat account. Process of dematerialization, transfer and other investor service requests has been provided in the note no. 17 of the Notes to Notice of the 51<sup>st</sup> AGM.



**l) Distribution of shareholding as on March 31, 2023**



**m) Dematerialization of Shares and Liquidity**

The Company's shares are compulsorily traded in dematerialized form on BSE. At the end of the year, 71,67,651 shares were held in dematerialized form which comes to 95.57% of total capital. The Company has demat connectivity with National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL).

**n) Plant locations**

Location	Address
Gujarat	G.I.D.C, Makarpura, Vadodara - 390 010, Gujarat. (Till the decision of the Board on September 20, 2022)
Madhya Pradesh	Plot No. 112, Sector III, Pithampur Industrial Area, Dist. Dhar – 454 774 (M.P.)

Due to consolidation of operation now the Plant is operating at Madhya Pradesh only.

**11. DISCLOSURES**

- There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. The details of the related party transactions are set out in the notes to the financial statements forming part of this Annual Report. Company's Policy on related party transactions is uploaded on the website of the Company viz. [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in)
- There was no non-compliance by the Company during the last three financial years and hence no penalties, strictures were imposed on the Company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three financial years.
- The Company had established a Vigil Mechanism/ Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. The details of establishment of such mechanism have been posted by the Company on its website. During the year under review, none of the employee was denied access to the Audit Committee.
- Details relating to fees paid to the Statutory Auditors: (INR in lakhs)

Particulars	As on March 31, 2023	As on March 31, 2022
Fees to Statutory Auditor	19.20	16.00
Other Services	0.00	0.00
Reimbursement of Expenses	2.65	0.89
<b>TOTAL</b>	<b>21.85</b>	<b>16.89</b>

- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

a.	Number of complaints filed during the financial year	NIL
b.	Number of complaints disposed off during the financial year	NIL
c.	Number of complaints pending as on end of the financial year	NIL

- There are no 'Loans and advances in the nature of loans to firms/companies in which directors are interested'.
- There is no non-compliance of any requirement of corporate governance report. The compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 has been made.
- Certificate from Practicing Company Secretary  
Company has received Certificate from Vijay Bhatt & Co. (PCS) that none of Directors on Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by Ministry of Corporate Affairs or any such statutory authority and the same is annexed herewith as a part of this report.
- Utilisation of funds through preferential allotment or qualified institutions placement.: Not Applicable
- The Board has accepted all the recommendations of all the Committee.
- The Company has complied with all applicable mandatory requirements of Listing Regulations.
- The Policy for determining 'material' subsidiary: Not Applicable
- Commodity price risks and commodity hedging activities: Not Applicable
- Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Not Applicable

## 12. COMPLIANCE OF DISCRETIONARY REQUIREMENTS

- As the financial results are published in the newspapers and also posted on Company's website, the same are not being sent to the shareholders.
- The Company's financial statements for the financial year ended on March 31, 2023 do not contain any modified audit opinion.
- The Internal Auditor reports to the Audit Committee.

### Information on dividend of past years

Pursuant to Section 124 of the Companies Act, 2013 dividend that remained unpaid or unclaimed for the financial year ended on March 31, 2016 will be transferred to "Investor Education & Protection Fund" (IEPF) a fund constituted by the Central Government under Section 125 of the Companies Act, 2013.

Before transferring the unclaimed dividends to IEPF, individual letters are sent to those Members whose unclaimed dividends are due for transfer to enable them to claim the dividends before the due date for such transfer.

## Panasonic Energy India Co. Ltd.

While the Company has already written to the Members about the due dates for transfer to IEPF, attention of the Members is again drawn to this matter through this annual report.

Year	Rate of Dividend (%)	Last date for claiming
2015-16	70	27.07.2023
2016-17	55	09.08.2024
2017-18	70	28.08.2025
2018-19	40	09.09.2026
2019-20	40	14.09.2027
2020-21	80	21.09.2028
2021-22	75	27.07.2029

For the claims lodged after the last date mentioned above, the Company does not take any responsibility for payment, as the amount lying unpaid and unclaimed shall be transferred to IEPF.

### 13. INFORMATION RELATING TO DIRECTORS

Particulars of Director seeking re-appointment at the ensuing 51<sup>st</sup> Annual General Meeting of the Company under regulation 36(3) of Listing Regulations is given below:

<b>Name of the Director</b>	:	<b>Mr. Hideyuki Okunaga</b>
<b>Date of Birth</b>	:	November 17, 1965
<b>Educational Qualification</b>	:	Bachelor of Economics, Kobe University
<b>Specific functional Area</b>	:	Company Executive
<b>Disclosure of relationships between directors inter-se</b>	:	None of the Directors have any inter-se relation among themselves. Mr. Hideyuki Okunaga, (Non- Executive Director), Mr. Akinori Isomura (Chairman and Managing Director) and Mr. Tadasuke Hosoya (Non-Executive Director) are nominated by Holding Company i.e. Panasonic Holdings Corporation.
<b>Brief Resume of the Director</b>	:	Mr. Hideyuki Okunaga joined Panasonic Corporation in 1988. He is having vast experience in Corporate Planning group for more than three decades and also worked at various senior positions in the overseas operations.
<b>Shareholding of the Director</b>	:	NIL
<b>Other directorships held</b>	:	<b>Public Companies</b> Panasonic Carbon India Co. Ltd. <b>Private Companies</b> NIL <b>Foreign Companies</b> NIL <b>Resignation from listed entities in past 3 years:</b> NIL
<b>Other Committees of Directors where membership held</b>	:	NIL

#### Code of Conduct

The Company has laid down the rules for code of conduct for the Members of the Board and Senior Management Personnel of the Company. The code of conduct has also been posted on Company's website ([www.panasonicenergyindia.in](http://www.panasonicenergyindia.in)). In compliance with this code, the Board Members and Senior Management Personnel have affirmed their compliance with the code for the year ended on March 31, 2023. A declaration to this effect duly signed by the Chairman & Managing Director forms part of this Annual Report.

**For and on behalf of the Board**

**Akinori Isomura**  
**Chairman & Managing Director**  
**DIN: 09382377**

**Pithampur**  
**May 30, 2023**

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,  
The Members of  
Panasonic Energy India Company Limited  
CIN: L31400GJ1972PLC002091

### 1. Background

We have examined the compliance of conditions of Corporate Governance by Panasonic Energy India Company Limited ('the Company'), for the year ended on March 31, 2023, as stipulated in 17 to 27, clauses (b) to (i) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

### 2. Management's Responsibility:

The compliance of conditions of Corporate Governance is the responsibility of the Management. The management shall devise adequate systems, internal controls and processes to monitor and ensure the same.

### 3. Our Responsibility:

Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

### 4. Methodology:

4.1 In order to conduct our examination, we were provided with the relevant documents and information including explanations, wherever required.

4.2 Our examination was conducted in a manner which provided us with a reasonable basis for evaluating the systems, internal controls and processes adopted by the Company to monitor and ensure compliance with the conditions of Corporate Governance and to certify thereon.

### 5. Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2023.

### 6. Disclaimer

6.1. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

6.2. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs.

We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Vijay Bhatt & Co.,  
Company Secretaries

Vijay J. Bhatt  
Proprietor  
FCS: 4900  
CP:2265

Date: 30.05.2023  
Place: Vadodara

UDIN: F004900E000413715  
Peer Review Cert. No:1546/2021

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
Panasonic Energy India Company Limited  
G.I.D.C., Makarpura,  
P. B. No. : 719,  
Vadodara - 390 010

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Panasonic Energy India Company Limited having CIN: L31400GJ1972PLC002091 and having registered office at G.I.D.C., Makarpura, P. B. No.: 719, Vadodara - 390 010 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of Appointment in Company *
01.	Mr. Akinori Isomura	09382377	01/01/2022
02.	Mr. Hideyuki Okunaga	06792183	01/06/2019
03.	Mr. Tadasuke Hosoya	08232012	01/09/2018
04.	Ms. Geeta Amit Goradia	00074343	21/05/2014
05.	Mr. Atul Nandkishore Dalmia	00228257	29/10/2014
06.	Mr. Mayur Swadia	01237189	29/10/2014

\*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Vijay Bhatt & Co.,  
Company Secretaries**

**Vijay J. Bhatt  
Proprietor  
FCS: 4900  
CP:2265**

**UDIN: F004900E000419204  
Peer Review Cert. No:1546/2021**

**Date: 30.05.2023  
Place: Vadodara**



**CEO CERTIFICATE**

This is to certify that the Company has laid down the rules for code of conduct for the members of the Board and Senior Management, as per Regulation 26 of SEBI (LODR) Regulations, 2015.

I hereby further certify that the Company has obtained certificate for compliance of rules of code of conduct, from the Board Members and Senior Management personnel for the financial year ended on March 31, 2023.

**For Panasonic Energy India Co. Ltd.**

**Akinori Isomura**  
**Chairman & Managing Director**  
**DIN: 09382377**

**Place: Pithampur**  
**Date: May 22, 2023**



**To the Members of Panasonic Energy India Company Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the financial statements of Panasonic Energy India Company Limited (the "Company") which comprise the balance sheet as at 31 March 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Key Audit Matter(s)**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Description of Key Audit Matters**

**Measurement of Provisions and Contingent Liabilities related to Litigations and Claims**

[Refer to Note 3 (k) to the Financial Statements- "Significant accounting policies - Provisions, Contingent Liabilities and Contingent Assets", Note 30 to the Financial Statements - "Contingent Liabilities"]

<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>Provisions and contingent liabilities relate to litigations and claims arising from tax and other regulatory proceedings. The measurement of a provision or contingent liability requires significant judgement by the Company because of the inherent complexity in estimating future costs. The amount recognized as a provision and disclosed as a contingent liability is the best estimate of the expenditure.</p> <p>Significant judgement and estimation is involved to determine the likelihood of the cash outflows and interpretations of the legal aspects, tax legislations and judgements previously made by authorities.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"><li>• Evaluated the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures and tested operating effectiveness of these controls.</li><li>• Read correspondence from the Company's external lawyers in response to our requests for significant litigations and assessed it by involving our internal specialists.</li><li>• Internal specialists tested underlying documents such as notices received, submissions made by the Company.</li></ul>

<p>These provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Company. These estimates could change significantly over time as new facts emerge and each legal case progresses.</p>	<p>Further, they analysed and challenged assumptions used in estimation of litigation related provisions and its possible outcome based on their expertise and application of local legislation by the relevant authorities and courts. Traced the movement in litigations during the year.</p>
<p>Accordingly, measurement of provisions and contingent liabilities related to litigations and claims is a key audit matter.</p>	<ul style="list-style-type: none"> <li>• Evaluated estimation process of the Company by comparing the estimates of prior year to the actual outcome.</li> <li>• Assessed the Company's disclosures adequately reflect the quantitative and qualitative considerations in relation to the matters in accordance with auditing standards.</li> </ul>

<p><b>Revenue recognition</b></p>	
<p>See Note 21 to the Financial Statements</p>	
<p><b>The key audit matter</b></p>	<p><b>How the matter was addressed in our audit</b></p>
<p>The Company's revenue is derived from the sale of dry cell batteries and other batteries. The Company recognises revenue when the control is transferred to the customer.</p> <p>We identified the recognition of revenue (overstatement) as a key audit matter during the year and as at year end because revenue is one of the key performance indicators of the Company. Therefore, it is subject to risk of misstatement to meet the targets and expectations of the stakeholders.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Assessed the appropriateness of the revenue recognition accounting policies and compliance with applicable accounting standards;</li> <li>• Evaluated the design and implementation of key internal financial controls with respect to revenue recognition and tested operating effectiveness of such controls on selected transactions;</li> <li>• Performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to assess whether criteria for revenue recognition are met;</li> <li>• We tested, on a sample basis using statistical sampling, specific revenue transactions recorded around the year end date to check whether revenue has been recognised in the correct reporting period by testing the underlying documents such as lorry receipt details, date of delivery, etc.</li> <li>• Assessed the adequacy of disclosures made in the the financial statements with respect to revenue recognised during the year as required by applicable Ind AS.</li> </ul>

**Other Information (or another title if appropriate, such as “Information Other than the Financial Statements and Auditor’s Report Thereon”)**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable under the applicable laws and regulations.

**Management's and Board of Directors' Responsibilities for the Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its financial statements - Refer Note 8,19 and 30 to the financial statements.

## Panasonic Energy India Co. Ltd.

- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d.
    - (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 41 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (ii) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 41 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
  - e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
  - f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R and Co**  
Chartered Accountants  
Firm's Registration No.:128510W

**Jeyur Shah**  
Partner  
Membership No.: 045754  
ICAI UDIN:23045754BGRIJI3862

Place: Ahmedabad  
Date: 30 May 2023



**Annexure A to the Independent Auditor's Report on the Financial Statements of Panasonic Energy India Company Limited for the year ended 31 March 2023****(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (INR in lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Depot Building at Kolkata	5.23	Lakhanpal National Limited	No, it is held in the erstwhile name of the company	1992-1995	These properties were acquired on acquisition of the Company from Lakhanpal National Limited and Matsushita Lakhanpal Battery India Ltd. through order of the Honorable High Court. The Company is in the process of transferring title deeds.
Depot Building at Jaipur and Mumbai	65.00	Matsushita Lakhanpal Battery India Limited		2001-2004	

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.



## Panasonic Energy India Co. Ltd.

- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3 (ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in companies, firms, limited liability partnership or any other parties. The Company has not provided any guarantee or security or advances in the nature of loans, secured or unsecured, to limited liability partnership or any other parties during the year. The Company has granted loans to employees during the year in respect of which the requisite information is as below.

- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to employees as below:

Particulars	Loan to employees (in INR lakhs)
Aggregate amount during the year	58.87
Balance outstanding as at balance sheet date	56.75

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans to employees are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.  
According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of Professional Tax and Tax Deducted at Source.  
According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount Demanded (in INR lakhs)	Amount paid under protest (in INR lakhs)	Period to which the amount relates	Forum where dispute is pending
Customs Act, 1962	Customs Duty	81.81	-	March 2011 to September 2012	Gujarat High Court
Customs Act, 1962	Customs Duty	13.89	1.04	2018-19	Add. Commi. JNCH Mumbai
Customs Act, 1962	Customs Duty	13.00	-	2022-23	Commissioner of customs, Nhava sheva
Finance Act, 1994	Service Tax	101.28	6.08	2013 to 2016	CESTAT, A,bad
CGST Act,2017	GST	17.53	-	2017-18	Add. commissioner of customs

Name of the statute	Nature of the dues	Amount Demanded (in INR lakhs)	Amount paid under protest (in INR lakhs)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	Sales Tax	102.58	17.65	1995-2014	Sales Tax Tribunal
Sales Tax	Sales Tax	7.32	-	1996-97	High Court
Sales Tax	Sales Tax	145.26	15.66	2005-2018	Appeals Authorities Commissioner (Appeals)
Income Tax Act, 1961	Income Tax	565.04	565.04	FY 2002-03	Gujarat High Court
Income Tax Act, 1961	Income Tax	9.43	9.42	FY 2011-12	Commissioner of Appeals Income Tax
ESI Act, 1948	ESIC	2.42	-	1986 to 2003	Deputy Regional Director

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2023. Accordingly, clause 3(ix)(e) is not applicable.
- (f) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2023. Accordingly, clause 3(ix)(f) is not applicable.

- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has incurred cash losses of Rs 1,090.12 lakhs in the current financial year and no cash loss incurred in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the

## Panasonic Energy India Co. Ltd.

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Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.

- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any ongoing project. Accordingly, clause 3(xx)(b) of the Order is not applicable.

**For B S R and Co**  
Chartered Accountants  
Firm's Registration No.:128510W

**Jeyur Shah**  
Partner  
Membership No.: 045754  
ICAI UDIN:23045754BGRIJI3862

Place: Ahmedabad  
Date: 30 May 2023

**Annexure B to the Independent Auditor's Report on the financial statements of Panasonic Energy India Company Limited for the year ended 31 March 2023**

**Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Opinion**

We have audited the internal financial controls with reference to financial statements of Panasonic Energy India Company Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting



principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For B S R and Co**  
Chartered Accountants  
Firm's Registration No.:128510W

**Jeyur Shah**  
Partner  
Membership No.: 045754  
ICAI UDIN:23045754BGRIJI3862

Place: Ahmedabad  
Date: 30 May 2023

Balance Sheet as at 31 March 2023

(Amounts in INR Lakhs)

	Note No.	31 March 2023	31 March 2022
<b>I ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment	5	2,235.02	2,095.47
(b) Capital work-in-progress	5	-	202.36
(c) Right of use assets	5	130.76	152.89
(d) Other intangible assets	5	27.22	41.57
(e) Financial assets			
(i) Others	7	124.83	45.96
(f) Non-current tax assets	8	641.17	686.00
(g) Deferred tax assets (net)	20	423.94	61.56
(h) Other non-current assets	9	15.16	44.73
<b>Total Non-current Assets</b>		<b>3,598.10</b>	<b>3,330.54</b>
<b>2 Current assets</b>			
(a) Inventories	10	4,373.29	3,756.38
(b) Financial assets			
(i) Trade receivables	11	953.11	571.76
(ii) Cash and cash equivalents	12	647.60	1,159.81
(iii) Bank balances other than (ii) above	13	782.50	3,808.52
(iv) Loans	6	72.03	61.43
(v) Others	7	2,463.50	922.68
(c) Other current assets	9	601.38	591.18
<b>Total Current Assets</b>		<b>9,893.41</b>	<b>10,871.76</b>
<b>TOTAL ASSETS</b>		<b>13,491.51</b>	<b>14,202.30</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	14	750.00	750.00
(b) Other equity	15	8,426.79	10,111.86
<b>Total equity</b>		<b>9,176.79</b>	<b>10,861.86</b>
<b>LIABILITIES</b>			
<b>1 Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Lease liabilities	39	76.12	98.60
(b) Provisions	18	290.06	128.79
<b>Total non current liabilities</b>		<b>366.18</b>	<b>227.39</b>
<b>2 Current liabilities</b>			
(a) Financial liabilities			
(i) Lease liabilities	39	61.68	66.09
(ii) Trade payables	16		
(A) total outstanding dues of micro enterprises and small enterprises; and		95.76	150.46
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		1,439.35	977.92
(iii) Other financial liabilities	17	1,492.92	1,070.16
(b) Other current liabilities	19	402.75	212.83
(c) Provisions	18	456.08	635.59
<b>Total Current Liabilities</b>		<b>3,948.54</b>	<b>3,113.05</b>
<b>Total liabilities</b>		<b>4,314.72</b>	<b>3,340.44</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>13,491.51</b>	<b>14,202.30</b>
Significant accounting policies	3		
The accompanying notes are an integral part of the financial statements.	4 - 43		

As per our report of even date

For and on behalf of the Board of Directors

**For B S R and Co**  
Chartered Accountants  
Firm Registration No: 128510W

**Akinori Isomura**  
Chairman & Managing Director  
DIN: 0009382377

**Mayur K. Swadia**  
Director  
DIN: 01237189

**Jeyur Shah**  
Partner  
Membership No. 045754  
Place: Ahmedabad  
Date: 30 May 2023

**Sraban Karan**  
Company Secretary & DGM (Legal)  
Place: Pithampur (MP)  
Date: 30 May 2023

**Sanjay Jain**  
CFO

## Statement of Profit and Loss for the period ended 31 March 2023

(Amounts in INR Lakhs)

	Note	For year ended 31 Mar 2023	For year ended 31 Mar 2022
<b>Income</b>			
Revenue from operations	21	25,329.23	24,151.56
Other income	22	371.46	357.79
<b>Total Income (I)</b>		<b>25,700.69</b>	<b>24,509.35</b>
<b>Expenses</b>			
Cost of materials consumed	23	12,330.04	12,267.78
Purchases of stock-in-trade		4,753.14	2,863.24
Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	(382.71)	(1,218.00)
Other manufacturing expenses	25	568.02	664.62
Employee benefits expense	26	5,255.51	4,643.99
Finance costs	27	17.95	15.12
Depreciation and amortization expenses	5	316.75	316.12
Other expenses	28	3,458.99	3,705.83
<b>Total Expenses (II)</b>		<b>26,317.69</b>	<b>23,258.70</b>
<b>(Loss)/ Profit before exceptional items and tax (III) (I - II)</b>		<b>(617.00)</b>	<b>1,250.66</b>
<b>Exceptional Items (IV)</b>		<b>795.09</b>	<b>-</b>
<b>(Loss)/ Profit before tax (III - IV)</b>		<b>(1,412.09)</b>	<b>1,250.66</b>
<b>Tax expense:</b>			
Current tax	38	(5.89)	347.87
Deferred tax	20	(342.56)	(36.13)
<b>(Loss)/ Profit after tax for the year</b>		<b>(1,063.64)</b>	<b>938.91</b>
<b>Other comprehensive loss</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gains/(losses) on defined employee benefit plan		(78.76)	(121.80)
Income tax related to above		19.82	30.65
<b>Items that will be reclassified to profit or loss</b>			
<b>Other comprehensive loss for the year</b>		<b>(58.94)</b>	<b>(91.15)</b>
<b>Total comprehensive loss for the year</b>		<b>(1,122.58)</b>	<b>847.76</b>
<b>Earnings per share</b>			
Face value INR 10 per share (Previous year: INR 10 per share)			
Basic and Diluted	29	(14.18)	12.52
Diluted	29	(14.18)	12.52
Significant accounting policies	3		
The accompanying notes are an integral part of the financial statements.	4 - 43		

As per our report of even date

For and on behalf of the Board of Directors

**For B S R and Co**Chartered Accountants  
Firm Registration No: 128510W**Akinori Isomura**Chairman & Managing Director  
DIN: 0009382377**Mayur K. Swadia**Director  
DIN: 01237189**Jeyur Shah**Partner  
Membership No. 045754**Sraban Karan**

Company Secretary &amp; DGM (Legal)

**Sanjay Jain**

CFO

Place: Ahmedabad  
Date: 30 May 2023Place: Pithampur (MP)  
Date: 30 May 2023

Statement of Cash Flows for the year ended 31 March 2023

(Amounts in INR Lakhs)

	Year Ended	
	31 March 2023	31 March 2022
<b>Cash flow from operating activities</b>		
(Loss)/ Profit before tax	(1,412.09)	1,250.65
<b>Adjustments for:</b>		
Depreciation and amortization expense	316.75	316.12
Finance costs	17.95	15.12
(Gain)/loss on sale/discard of property, plant and equipments (net)	(107.99)	(19.68)
Gain on termination of lease (net)	(2.30)	-
Interest income	(159.41)	(270.28)
Unrealised foreign exchange (gain)/loss	(0.12)	(0.92)
Operating (Loss)/ Profit before working capital changes	<b>(1,347.21)</b>	<b>1,291.01</b>
<b>Working capital adjustments:</b>		
Decrease/ (Increase) in other financial assets	464.24	(491.89)
Decrease in other non-current assets	1.41	3.97
(Increase) in trade receivables	(381.35)	(14.77)
(Increase) /Decrease in other current assets	(10.20)	3.48
(Increase) in inventories	(616.91)	(1,033.15)
(Decrease)/ Increase in provisions	(97.00)	167.03
Increase/(Decrease) in trade payables	406.73	(208.14)
Increase/ (Decrease) in other financial liabilities	481.65	(5.73)
Increase/ (Decrease) in other current liabilities	189.92	(77.06)
	<b>(908.72)</b>	<b>(365.24)</b>
Income taxes (paid)/ refund received	63.09	(299.33)
<b>Net cash flow used in operating activities (A)</b>	<b>(845.64)</b>	<b>(664.58)</b>
<b>Cash flow from investing activities</b>		
Payments for purchase of property, plant and equipment	(247.06)	(441.95)
Proceeds from sale of property, plant and equipment	140.31	62.50
Proceeds from bank deposits	931.52	1,661.33
Interest received	147.05	252.77
<b>Net cash flow from investing activities (B)</b>	<b>971.82</b>	<b>1,534.65</b>
<b>Cash flow from financing activities:</b>		
Interest paid	(6.27)	(2.56)
Repayment of lease obligation	(85.47)	(89.38)
Dividend paid	(546.65)	(586.19)
<b>Net cash (used in) financing activities (C)</b>	<b>(638.39)</b>	<b>(678.13)</b>
<b>Net Increase in cash and cash equivalents (A+B+C)</b>	(512.21)	191.94
Cash and cash equivalents at the beginning of the year	1,159.81	967.87
Cash and cash equivalents at the end of the year (refer note 1 below)	<b>647.60</b>	<b>1,159.81</b>

Notes:

1) Cash and cash equivalents comprise of:

(Amounts in INR Lakhs)

	As at 31 March 2023	As at 31 March 2022
Balances with banks:		
on current accounts	634.35	704.34
on deposit accounts	-	450.10
Cash on hand	0.97	1.38
Remittances in transit	12.28	3.99
	<b>647.60</b>	<b>1,159.81</b>

- 2) The Cash flow statement has been prepared by the indirect method as set out in the Ind AS 7 on "Statement of Cash Flows".
- 3) The Company does not have any current or non-current borrowings. The only outflow from financing activities is on account of payment of dividend, which has been disclosed separately in the Statement of Changes in Equity. Accordingly, a disclosure for reconciliation of balances in borrowings and financial liabilities has not been provided separately.

# Panasonic Energy India Co. Ltd.

## Statement of Changes in Equity for the year ended 31 March 2023

### A) Equity Share Capital

	Amounts in INR Lakhs
<b>As at 1 April 2021</b>	<b>750.00</b>
Changes during the year	-
<b>As at 31 March 2022</b>	<b>750.00</b>
Changes during the year	-
<b>As at 31 March 2023</b>	<b>750.00</b>

### B) Other Equity

	Reserves and Surplus				Other Comprehensive Income (OCI)	TOTAL
	Capital reserve	Securities premium	General reserve	Retained earnings	Remeasurement of defined benefits	
<b>As at 1 April 2021</b>	25.00	928.13	7,534.47	1,669.33	(292.83)	<b>9,864.10</b>
Profit for the year	-	-	-	938.91	-	938.91
Other comprehensive income for the year (net of tax)	-	-	-	-	(91.15)	(91.15)
<b>Total comprehensive income for the year</b>	-	-	-	938.91	(91.15)	847.77
Dividend paid	-	-	-	600.00	-	600.00
Tax on dividend	-	-	-	-	-	-
<b>As at 31 March 2022</b>	25.00	928.13	7,534.47	2,008.24	(383.98)	<b>10,111.87</b>
Profit for the year	-	-	-	(1,063.64)	-	(1,063.64)
Other comprehensive income for the year (net of tax)	-	-	-	-	(58.94)	(58.94)
<b>Total comprehensive income for the year</b>	-	-	-	(1,063.64)	(58.94)	(1,122.58)
Dividend paid	-	-	-	562.50	-	562.50
Tax on dividend	-	-	-	-	-	-
<b>As at 31 March 2023</b>	25.00	928.13	7,534.47	382.12	(442.92)	<b>8,426.78</b>
Significant accounting policies		3				
The accompanying notes are an integral part of the financial statements.		4 - 43				

As per our report of even date

For and on behalf of the Board of Directors

**For B S R and Co**  
Chartered Accountants  
Firm Registration No: 128510W

**Akinori Isomura**  
Chairman & Managing Director  
DIN: 0009382377

**Mayur K. Swadia**  
Director  
DIN: 01237189

**Jeyur Shah**  
Partner  
Membership No. 045754

**Sraban Karan**  
Company Secretary & DGM (Legal)

**Sanjay Jain**  
CFO

Place: Ahmedabad  
Date: 30 May 2023

Place: Pithampur (MP)  
Date: 30 May 2023

**Panasonic Energy India Company Limited**  
**Notes to the financial statements for the year ended 31 March 2023**

**Note 1**  
**Company overview**

Panasonic Energy India Company Limited ('the Company') is a company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Company has its registered office at GIDC Makarpura, Vadodara - 390010, Gujarat. The Company is engaged in business of manufacturing dry cell batteries.

**Note 2**  
**Basis of preparation of Ind AS financial statements**

**Statement of compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of Companies Act, 2013 ('the Act') and rules issued thereunder.

**Functional and presentation currency**

These financial statements are presented in Indian Rupees (INR) which is the Company's functional currency.

**Basis of measurement**

These financial statements have been prepared on the historical cost basis except for defined benefit plans - net defined benefit (asset) / liabilities which have been measured at fair value based on principles of Ind AS 19 - "Employee benefits".

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

**Use of estimates and judgement**

The preparation and presentation of financial statements requires the Company's Management ('the Management') to make certain judgments, estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Such estimates and assumptions are based on Management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may differ from these estimates. Management believes these assumptions are reasonable and prudent.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised prospectively.

**Significant accounting judgments, estimates and assumptions**

The preparation of financial statements in conformity with Ind AS requires Management to make estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities. Actual results could differ from those estimates.

Estimates and judgments are reviewed on an ongoing basis. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstance. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

**a) Impairment of Property, Plant and Equipment (PPE)**

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, significant changes in the technological, market, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the PPE.

**b) Determination of the estimated useful lives**

Useful lives of all PPE are based on the estimation done by the Management which is in line with the useful lives as prescribed in Part 'C' of Schedule II to the Act. In cases, where the useful lives are different from those prescribed in Schedule II and in case of intangible assets, they are estimated by Management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.



**c) Current and deferred taxes**

Significant management judgment is required to determine the amount of current and deferred taxes that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**d) Employee benefits**

Management's estimate of the Company's obligation is determined based on actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. Future salary increases and gratuity increases are based on expected future inflation rates for India. Refer note 37 for details of the key assumptions used in determining the accounting of these plans.

**e) Management Estimate Related Provisions and Contingent Liability**

**Provisions & Contingent Liabilities:** The Company exercises judgement in measuring and recognizing provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. If a loss arising from these litigations and/or claims is probable and can be reasonably estimated, the management record the amount of the estimated loss. If a loss is reasonably possible, but not probable, the management discloses the nature of the significant contingency and, if quantifiable, the possible loss that could result from the resolution of the matter. As additional information becomes available, the management reassess any potential liability related to these litigations and claims and may need to revise the estimates. Such revisions or ultimate resolution of these matters could materially impact the results of operations, cash flows or financial statements of the Company.

**Note 3**

**Significant accounting policies**

**a) Property, plant and equipment (PPE)**

*Recognition and measurement*

Items of PPE are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Capital work-in-progress is stated at cost. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work-in-progress and after commissioning the same is transferred / allocated to the respective item of PPE. Pre-operative costs, being indirect in nature, are expensed to the Statement of Profit and Loss as and when incurred.

*If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.*

*Any gain or loss on disposal of an item of PPE is recognised in the Statement of Profit and Loss.*

*Subsequent expenditure*

*Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.*

**b) Depreciation**

Depreciation on tangible assets has been provided on Straight Line Method /Written Down Value method as per the useful life prescribed in schedule II of the Companies Act, 2013 for respective PPE except for below assets where useful life is determined by the Management of the Company basis internal technical assessment. In respect of PPE purchased or ready to use during the year, depreciation is provided on pro-rata basis from the date on which such asset is purchased or ready to use. Freehold land is not depreciated. Leasehold land is amortised over the period of lease.

<b>Assets description</b>	<b>Useful life (in years)</b>
Buildings	10
Plant and Machinery	15-20
Dies	20
Electrical installations	10-20
Furniture and fixtures	10-20
Intangible Assets	3-5

The residual value, useful life and method of depreciation of PPE are reviewed at each reporting date and adjusted prospectively, as appropriate.

**c) Intangible assets***Recognition and measurement*

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

*Subsequent expenditure*

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in the Statement of Profit and Loss as incurred.

*Amortisation*

Intangible assets are amortised over the estimated period of benefit i.e. 3 to 5 years.

**d) Impairment of non-financial assets**

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss except for properties previously revalued with the revaluation surplus taken to Other Comprehensive Income (OCI). For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

**e) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

*Initial recognition and measurement*

All the financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial assets. However, trade receivable that do not contain a significant financing component are measured at transaction price.

*Subsequent measurement*

For purpose of subsequent measurement, financial assets are classified into:

- a) Financial assets measured at amortised cost;
- b) Financial assets measured at fair value through other comprehensive income (FVTOCI);
- c) Financial assets measured at fair value through statement of profit and loss (FVTPL).

The Company classifies its financial assets in the above mentioned categories based on:

- a) The Company's business model for managing the financial assets;
- b) The contractual cash flows characteristics of the financial asset.

**Financial assets measured at amortised cost**

A financial asset is measured at amortised cost if both of the following conditions are met:

- a) The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- b) The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

This category generally applies to trade and other receivables.

**Financial assets measured at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- a) The financial asset is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling financial assets; and
- b) The asset's contractual cash flows represent SPPI.

**Financial assets measured at fair value through the statement of profit and loss (FVTPL)**

FVTPL is a residual category. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

*Derecognition*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a) The contractual rights to the cash flows from the financial asset have expired, or
- b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - i) The Company has transferred substantially all the risks and rewards of the asset, or
  - ii) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

*Impairment of financial assets*

The Company assesses impairment based on expected credit loss (ECL) model to the following:

- a) Financial assets measured at amortised cost;
- b) Financial assets measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

- a) The 12 month's expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b) Full time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable which is adjusted for management's estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

**Financial Liabilities***Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value.

## Panasonic Energy India Co. Ltd.

The Company's financial liabilities include trade and other payables.

### *Subsequent measurement*

- a) Financial liabilities measured at amortised cost;
- b) Financial liabilities subsequently measured at fair value through statement of profit and loss (FVTPL)

### **Trade and other payables**

These amounts represent liability for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### **Offsetting financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when, and only when, there is a legally enforceable right to offset the recognised amount and there is intention either to settle on net basis or to realise the assets and to settle the liabilities simultaneously.

### **f) Inventories**

Inventories are valued at cost or net realizable value, whichever is lower. The basis of determining cost for various categories of inventories is as follows:

<b>Inventory</b>	<b>Cost Formula</b>
Raw materials & traded goods	First-In-First-Out basis.
Material, traded goods in transit	At Cost to date
Work -in-process	At raw material cost plus conversion cost, wherever applicable
Finished goods	Cost represents material, labour and manufacturing expenses and other incidental costs to bring the inventory in present location and condition.
Stores, Spares and Tools	First-In-First-Out basis.

### **g) Employee Benefits**

#### **i) Short-term employee benefits**

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

**ii) Post-employment benefits***Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which the Company makes specified contributions towards Government administered provident fund scheme. The contributions are charged to the Statement of Profit and Loss of the year, when the contributions to the respective funds are due. There are no obligations other than the contributions payable to the respective fund.

*Defined benefit plans*

All employees are covered under Employees' Gratuity Scheme, which is a defined benefit plan.

The Company contributes to a fund maintained with Life Insurance Corporation of India (LIC) on the basis of the year-end liability determined based on actuarial valuation using the Projected Unit Cost Method. Remeasurements of the net defined benefit liability, which comprise actuarial gains/losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognized in Other Comprehensive Income. Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

In respect of all employees, the Company makes contributions determined based on specified percentage of salaries, towards Provident Fund to a Company managed Provident Fund Trust. These contributions are charged to Statement of Profit and Loss as they accrue. The Company has an obligation to fund any shortfall in the Trust Fund, as determined based on the year end actuarial valuation using the projected unit credit method.

*Long- term employee benefits*

Provision for long-term employee benefits comprise of compensated absences. These are measured on the basis of year-end actuarial valuation in line with the Company's policy for compensated absences. Remeasurement gains or losses are recognized in the Statement of Profit and Loss in the period in which they arise.

**h) Revenue recognition***Sale of goods*

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Interest income is accounted for on a time proportion basis taking into account the amount outstanding and the rate applicable.

*Export incentives*

Export incentives are accounted on accrual basis based in shipment of eligible exports and there is no significant uncertainty regarding realization.

*Claims*

Insurance and other claims are accounted to the extent lodged with the appropriate authorities and only when it is reasonably certain that the ultimate collection will be made.



**i) Foreign currency transactions**

*Transactions and balances:*

Transactions denominated in foreign currencies are translated into functional currency at the exchange rates prevailing at the time of transaction.

Monetary items denominated in foreign currencies at the year-end are translated into the functional currency at the exchange rate prevailing on the balance sheet date.

Non-monetary items are carried at historical cost using the exchange rates on the date of transaction, other than those measured at fair value. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Any income or expense on account of foreign exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

**j) Taxes**

Income tax comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

*Current Tax*

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using Income tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

*Deferred Tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date to evaluate if the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on the Income tax laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

**k) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of:

- a) A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- b) A present obligation arising from the past events, when no reliable estimate is possible;
- c) A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

**l) Leases**

*Company as a lessee*

Ind AS 116 – Leases:

Ind AS 116 Leases replaces existing lease accounting guidance i.e. Ind AS 17 Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short-term leases and leases for low-value items, under a single on-balance sheet lease accounting model. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the site on which it is located, less any lease incentives received. Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as

those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Lease payments included in the measurement of the lease liability comprises of fixed payments, including in-substance fixed payments, amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option.

The lease liability is subsequently remeasured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the rightofuse asset or is recorded in the Statement of Profit andLoss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease liability and the right of use asset have been separately presented in the balance sheet and lease payments have been classified as financing activities.

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of less than or equal to 12 months with no purchase option and assets with low value leases. The Company recognises the lease payments associated with these leases as an expense in Statement of Profit and Loss over the lease term. The related cash flows are classified as operating activities.

**m) Fair Value Measurement**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as under, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level I - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level II - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level III - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company does not have any financial instruments which are measured at fair value. The market rate used for this purpose is based on Level III valuation techniques.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes (Refer Note 34):

1. Disclosures for valuation methods, significant estimates and assumptions
2. Quantitative disclosures of fair value measurement hierarchy
3. Financial instruments (including those carried at amortised cost)

**n) Segment reporting**

The Company's Chairman and Managing Director alongwith Board of Directors allocate resources and assess the performance of the Company. Thus, they are the Chief Operating Decision Maker (CODM). The CODM monitor the operating results of the business as one segment, hence no separate segments need to be disclosed.

**o) Dividend**

The Company recognises a liability to pay dividend to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

**p) Earnings per share**

Basic earnings per share is calculated by dividing the profit or loss attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share, adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**Note 4**

New and revised Indian Accounting Standards in issue but not yet effective\*

Following are the amendments to existing standards (as notified by Ministry of Corporate Affairs (MCA) on 31st March 2023) which are effective for annual periods beginning after 1st April 2023. The Company intends to adopt these standards or amendments from the effective date, as applicable and relevant. These amendments are not expected to have a significant impact on the Company's standalone financial statements. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information being made available to the company when it will adopt the respective standards.

\*Amendments to Ind AS 12 Income Taxes—Deferred Tax related to Assets and Liabilities arising from a Single Transaction: \*

Under the amendments, an entity does not apply the initial recognition exemption for transactions that give rise to equal taxable and deductible temporary differences. Equal taxable and deductible temporary differences may arise on initial recognition of an asset and liability in a transaction that is not a business combination and affects neither accounting nor taxable profit. For example, this may arise upon recognition of a lease liability and the corresponding right-of-use asset applying Ind AS 116 Leases at the commencement date of a lease. The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognized for all deductible and taxable temporary differences associated with leases and decommissioning obligations.

\*Amendments to Ind AS 1 Presentation of Financial Statements – Disclosure of Accounting Policies:\*

The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The supporting paragraph in Ind AS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

\*Amendments to Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates:\*



The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

**Notes to the financial statements for the year ended 31 March 2023**

**5. Property, plant and equipment, Right of use assets, Other Intangible assets and Capital work-in-progress**

(Amounts in INR Lakhs)

	Property, Plant and equipment											Right of use assets			Intangible Assets	
	Leasehold land	Buildings	Plant and Machinery	Dies	Furniture & Fixtures	Vehicles	Electricals Installation	Air Conditioners & Office Equipments	Computers	Total	Buildings	Computers	Total	Software	Total	
<b>Cost</b>																
As at 01 April 2021	27.48	556.55	1,819.29	19.57	80.01	60.07	45.67	110.87	38.48	2,757.98	262.05	77.16	339.21	98.81	98.81	
Additions	-	104.69	156.80	0.81	0.27	5.48	-	6.13	3.32	277.48	35.25	4.24	39.49	2.00	2.00	
Deductions / adjustments	-	-	37.30	2.39	0.45	1.96	0.33	0.70	0.75	43.87	58.26	-	58.26	-	-	
As at 31 March 2022	27.48	661.23	1,938.79	17.99	79.82	63.59	45.32	116.30	41.05	2,991.58	239.04	81.41	320.44	100.81	100.81	
Additions	-	42.76	335.36	-	-	-	-	5.23	-	383.37	67.66	5.94	73.60	0.34	0.34	
Deductions / adjustments	-	12.26	166.10	1.63	0.17	0.22	3.99	7.33	31.27	222.94	100.66	13.84	114.50	-	-	
As at 31 March 2023	27.48	691.73	2,108.05	16.37	79.66	63.37	41.35	114.20	9.80	3,152.00	206.04	73.52	279.54	101.15	101.15	
<b>Depreciation / Amortisation</b>																
As at 01 April 2021	2.04	124.85	375.62	2.11	41.28	4.60	22.45	73.76	27.81	674.53	107.39	17.80	125.19	42.69	42.69	
Charge for the year	0.41	27.17	154.11	0.75	6.69	11.94	3.45	13.40	4.74	222.66	58.97	17.92	76.90	16.56	16.56	
Deductions / adjustments	-	-	-	-	0.13	-	-	0.31	0.64	1.08	34.53	-	34.53	-	-	
As at 31 March 2022	2.44	152.02	529.73	2.87	47.84	16.53	25.90	86.84	31.92	896.11	131.84	35.72	167.56	59.24	59.24	
Charge for the year	0.41	31.43	167.73	0.76	4.78	9.89	2.57	9.48	3.02	230.07	54.22	17.77	71.99	14.68	14.68	
Deductions / adjustments	-	9.29	157.75	1.54	0.16	0.21	3.77	6.73	29.74	209.19	77.50	13.26	90.77	-	-	
As at 31 March 2023	2.86	174.16	539.72	2.07	52.46	26.22	24.69	89.60	5.20	916.99	108.55	40.23	148.79	73.92	73.92	
<b>Net Block</b>																
As at 31 March 2022	25.03	509.20	1,409.06	15.13	31.98	47.06	19.43	29.46	9.14	2,095.47	107.20	45.69	152.89	41.57	41.57	
As at 31 March 2023	24.62	517.58	1,568.33	14.28	27.21	37.16	16.64	24.60	4.59	2,235.01	97.48	33.28	130.76	27.22	27.22	
<b>Capital work-in-progress (CWIP)</b>																
As at 31 March 2022	-	184.44	17.92	-	-	-	-	-	-	202.36	-	-	-	-	-	
As at 31 March 2023	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	



## Panasonic Energy India Co. Ltd.

### Title Deeds of Immovable Properties held in the erstwhile name of the company: As at 31 March 2023

(Amounts in INR Lakhs)

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company	Disputed?	Nature of dispute (wherever applicable)
Property, Plant & Equipment	Depot Building at Kolkata	5.23	Lakhanpal National Limited	No	1992-1995	These properties were acquired on acquisition of the Company from Lakhanpal National Limited and Matsushita Lakhanpal Battery India Ltd. through order of the Honorable High Court. The Company is in the process of transferring title deeds	No	NA
	Depot Building at Jaipur and Mumbai	65.00	Matsushita Lakhanpal Battery India Ltd.	No	2001-2004		No	NA

### Capital work-in-progress (CWIP) Ageing Schedule:

(Amounts in INR Lakhs)

As at 31 March 2023	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(Amounts in INR Lakhs)

As at 31 March 2022	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	194.20	-	-	-	194.20
Projects temporarily suspended	-	-	-	8.16	8.16
Total	194.20	-	-	8.16	202.36

### Change in Accounting estimate:

During the year company has consolidated its Vadodara operation with Pithampur operation and as a result all the fixed assets has been transferred to Pithampur Plant. The company was following WDV method for its Vadodara Fixed Assets and SLM Method for Pithampur Fixed Assets. With effect from date of transfer, company changed its method of computing depreciation from WDV method to SLM Method for its Vadodara fixed assets to make it uniform method for all the Fixed assets. The change in accounting estimate affected by a change in accounting principle and it is to be applied prospectively. As a result of the change in method of depreciation for transferred assets, depreciation is reduced by Rs.3.55 Lakhs and the increase in profit by Rs 3.55 Lakhs.

### Fixed Assets

#### Change in Depreciation due to Change in Estimates:

Particulars	Gross Block	Vadodara (WDV)	Pithampur ( SLM )	Changes in depreciation
Depreciation on Transferred Assets (Capitalised)	2,083.58	26.26	22.71	3.55

**6 Financial Assets - Loans***(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
<b>Loans receivable considered good - unsecured</b>		
Loans to employees *	72.03	61.43
<b>Total</b>	<b>72.03</b>	<b>61.43</b>

\*Company has granted loans to employees during the year amount to INR 58.87 Lakhs (31 March 2022 INR 36.24 Lakhs)

**7 Financial Assets - Others***(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
Margin Money Deposits with Bank	71.08	-
Security and other deposits	53.75	45.96
<b>Total</b>	<b>124.83</b>	<b>45.96</b>
<b>Current</b>		
Security and other deposits	10.38	11.40
Receivable from related parties (refer Note 36)	294.68	899.99
Other receivables	135.02	11.29
Deposits with original maturity over 12 months	2,023.42	-
<b>Total</b>	<b>2,463.50</b>	<b>922.68</b>

**8 Tax Assets***(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
Advance tax and TDS (net of provisions)	641.17	686.00
<b>Total</b>	<b>641.17</b>	<b>686.00</b>

**9 Other Assets***(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
Capital advances	9.00	37.16
Prepaid expenses	6.16	7.57
<b>Total</b>	<b>15.16</b>	<b>44.73</b>

## Panasonic Energy India Co. Ltd.

<b>Current</b>		
Prepaid expenses	76.21	114.89
Prepaid CSR (refer note 28 (ii))	3.11	-
Advance to suppliers	77.10	139.49
Balances with Government authorities	444.96	334.69
Other receivables	-	2.10
<b>Total</b>	<b>601.38</b>	<b>591.18</b>

### 10 Inventories

(Amounts in INR Lakhs)

	As at 31 March 2023	As at 31 March 2022
Raw materials	893.12	819.14
Work-in-progress	299.05	415.64
Finished goods	1,102.46	1,690.45
Stock-in-trade	1,248.70	581.14
Stores and spares	136.60	131.32
<b>Goods-in-transit</b>		
Raw materials	154.95	-
Stock-in-trade	538.41	118.69
<b>Total</b>	<b>4,373.29</b>	<b>3,756.38</b>

### 11 Current Financial Assets - Trade receivables

(Amounts in INR Lakhs)

	As at 31 March 2023	As at 31 March 2022
From Others		
(a) Trade Receivables considered good - Secured	-	-
(b) Trade Receivables considered good - Unsecured	927.26	433.01
(c) Trade Receivables which have significant increase in credit Risk	-	-
(d) Trade Receivables - credit impaired	5.58	5.58
Less: Allowance for credit impaired (refer note 34)	(5.58)	(5.58)
From related parties (refer note 36)		
(a) Trade Receivables considered good - Unsecured	25.85	138.75
<b>Total</b>	<b>953.11</b>	<b>571.76</b>

Trade Receivable ageing schedule:

As at 31 March 2023:

	Outstanding for following period from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	833.20	119.91	-	-	-	-	953.11
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	5.58	5.58
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
<b>Less: Loss Allowance</b>	<b>833.20</b>	<b>119.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5.58</b>	<b>958.69</b>
<b>Total</b>	<b>833.20</b>	<b>119.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5.58</b>	<b>953.11</b>

As at 31 March 2022:

	Outstanding for following period from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	552.93	18.83	-	-	-	-	571.76
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	5.58	5.58
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
<b>Less: Loss Allowance</b>	<b>552.93</b>	<b>18.83</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5.58</b>	<b>577.34</b>
<b>Total</b>	<b>552.93</b>	<b>18.83</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5.58</b>	<b>571.76</b>

**12 Current Financial Assets - Cash and cash equivalents***(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
Balances with banks		
- on current accounts	634.35	704.34
- on deposit accounts (with original maturity of less than 3 months)	-	450.10
Cash on hand	0.97	1.38
Remittances in transit	12.28	3.99
<b>Total</b>	<b>647.60</b>	<b>1,159.81</b>

**13 Current Financial Assets - Other Bank Balances***(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
Deposits with maturity over 3 months but less than 12 months	661.53	3,599.30
Margin money deposits	12.32	116.42
Unpaid dividend accounts	108.65	92.80
<b>Total</b>	<b>782.50</b>	<b>3,808.52</b>

a) Deposits maintained by the Company with banks comprise of time deposits which can be withdrawn by the Company at any point without prior notice or penalty on the principal amount.

b) Earmarked balances pertain to amounts deposited in unclaimed dividend accounts which are earmarked for payment of dividends and cannot be used for any other purpose.

c) Margin money deposits consists of margin money against bank guarantees.

**14 Equity Share Capital**

	No. of shares	Amounts in INR Lakhs
<b>Authorised Capital</b>		
<b>Equity shares of INR 10 each</b>		
<b>As at 1 April 2021</b>	<b>10,000,000</b>	<b>1,000.00</b>
Increase/(decrease) during the year	-	-
<b>As at 31 March 2022</b>	<b>10,000,000</b>	<b>1,000.00</b>
Increase/(decrease) during the year	-	-
<b>As at 31 March 2023</b>	<b>10,000,000</b>	<b>1,000.00</b>

	No. of shares	Amounts in INR Lakhs
<b>Issued, Subscribed and Paid-up Capital</b>		
<b>Equity shares of INR 10 each</b>		
<b>As at 1 April 2021</b>	<b>7,500,000</b>	<b>750.00</b>
Increase/(decrease) during the year	-	-
<b>As at 31 March 2022</b>	<b>7,500,000</b>	<b>750.00</b>
Increase/(decrease) during the year	-	-
<b>As at 31 March 2023</b>	<b>7,500,000</b>	<b>750.00</b>

### Terms/Rights attached to Equity Shares

For all matters submitted to vote in a shareholders meeting of the Company, every holder of an equity share as reflected in the records of the Company on the date of the shareholders meeting shall have one vote in respect of each share held. Any dividend declared by the company shall be paid to each holder of Equity shares in proportion to the number of shares held to total equity shares outstanding as on that date. In the event of liquidation of the Company all preferential amounts if any shall be discharged by the Company. The remaining assets of the Company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date.

### Details of shares held by parent company and ultimate parent company and their subsidiaries:

Name of equity shareholder	No. of Shares	% of holding
<b>Panasonic Holdings Corporation, Japan (the holding company)</b>		
As at 31 March 2023	4,354,144	58.06%
As at 31 March 2022	4,354,144	58.06%

### Details of shareholders holding more than 5% shares in the Company are as under:

Name of equity shareholder	No. of Shares	% of holding
<b>Panasonic Holdings Corporation, Japan (the holding company)</b>		
As at 31 March 2023	4,354,144	58.06%
As at 31 March 2022	4,354,144	58.06%

### Disclosures of Shareholding of Promoters - Shares held by the Promoters:

Promoter name	Class of Shares	No. of Shares	% of holding
Panasonic Holdings Corporation			
As at 31 March 2023	Equity	4,354,144	58.06%
As at 31 March 2022	Equity	4,354,144	58.06%
<b>% Change during the year</b>			<b>0.00%</b>



## 15 Other Equity

(Amounts in INR Lakhs)

		As at 31 March 2023	As at 31 March 2022
<b>Capital state subsidy reserve</b>	<b>(A)</b>	<b>25.00</b>	<b>25.00</b>
<b>Securities premium</b>	<b>(B)</b>	<b>928.13</b>	<b>928.13</b>
<b>General reserve</b>	<b>(C)</b>	<b>7,534.47</b>	<b>7,534.47</b>
<b>Retained earnings</b>			
At the commencement of the year		2,008.25	1,669.33
Add: Net profit for the year		(1,063.64)	938.91
Less: Appropriations			
Dividend paid		(562.50)	(600.00)
Tax on dividend paid		-	-
<b>Closing balance</b>	<b>(D)</b>	<b>382.11</b>	<b>2,008.25</b>
<b>Other Comprehensive Income (OCI)</b>			
At the commencement of the year		(383.98)	(292.83)
Remeasurements of defined benefit liability / asset (net of tax) (FVTOCI)		(58.94)	(91.15)
<b>Closing balance</b>	<b>(E)</b>	<b>(442.92)</b>	<b>(383.98)</b>
<b>Total (A+B+C+D+E)</b>		<b>8,426.79</b>	<b>10,111.86</b>

**Nature and purpose of reserves:**

- A) Capital state subsidy reserve represents reserve created in earlier years on receipt of State Investment Subsidy from The Directorate of Industries, Madhya Pradesh.
- B) Securities premium is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of the Act.
- C) General reserve is created out of profits earned by the Company by way of transfer from surplus in the Statement of Profit and Loss. The Company can use this reserve for payment of dividend and issue of fully paid-up shares.
- D) Retained earnings are the profits that the Company has earned till date, less any transfers to General reserve and payment of dividend. The amount that can be distributed by the Company as dividends to its equity shareholders is determined as per the provisions of the Act and the dividend distribution policy of the Company.

In respect of the year ended 31 March 2023, the Board of Directors has not proposed any final dividend due to loss during the year (31 March 2022 INR 526.50 Lakhs).

- E) Remeasurements of defined benefit liability / asset comprises of actuarial gains and losses and return on plan asset (excluding interest income).

**16 Current Financial Liabilities - Trade payables***(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
Dues to micro, small and medium enterprises	95.76	150.46
Dues to other than micro, small and medium enterprises	355.19	602.67
Dues to related parties (refer Note 36)	1,084.16	375.25
<b>Total</b>	<b>1,535.11</b>	<b>1,128.38</b>

**Notes:**

- a) Payment towards trade payables is made as per the terms and conditions of the contract / purchase orders. The average credit period for purchase of materials and traded products ranges from 30 to 45 days.
- b) The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 34.
- c) Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the Management, dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management till date and relied upon by the auditors. The disclosures as required by Section 22 of the MSMED Act are given below:

*(Amounts in INR Lakhs)*

Particulars	As at 31 March 2023	As at 31 March 2022
a) Principal amount payable to suppliers as at year end	95.76	150.46
b) Interest due thereon as at year end	0.66	0.52
c) Principal Amount paid to the suppliers beyond the appointed day during each accounting year.	366.32	270.18
d) Amount of interest paid under MSMED Act, 2006 to the suppliers beyond the appointed day during each accounting year.	-	-
e) Amount of interest accrued and remaining unpaid at the end of the accounting year.	7.96	7.30
f) The amount of further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-
g) The amount of further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-

## Panasonic Energy India Co. Ltd.

### Trade Payable ageing schedule:

As on 31 March 2023:

(Amounts in INR Lakhs)

	Outstanding for following period from due date of payment						Total
	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	1.41	94.35	-	-	-	95.76
(ii) Others	78.59	970.74	380.24	1.02	0.45	8.31	1,439.35
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
<b>Total</b>	<b>78.59</b>	<b>972.15</b>	<b>474.59</b>	<b>1.02</b>	<b>0.45</b>	<b>8.31</b>	<b>1,535.11</b>

As on 31 March 2022:

(Amounts in INR Lakhs)

	Outstanding for following period from due date of payment						Total
	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	84.49	65.97	-	-	-	150.46
(ii) Others	190.25	329.61	453.37	0.29	-	-	973.52
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	1.64	2.77	4.40
<b>Total</b>	<b>190.25</b>	<b>414.10</b>	<b>519.34</b>	<b>0.29</b>	<b>1.64</b>	<b>2.77</b>	<b>1,128.38</b>

### 17 Current Financial Liabilities - Others

(Amounts in INR Lakhs)

	As at 31 March 2023	As at 31 March 2022
Deposits	16.90	15.01
Payable for capital assets	-	75.40
Unpaid dividends	108.65	92.80
Other accrued liabilities	1,367.37	886.95
<b>Total</b>	<b>1,492.92</b>	<b>1,070.16</b>

### 18 Provisions

(Amounts in INR Lakhs)

	As at 31 March 2023	As at 31 March 2022
<b>Non-current</b>		
Provision for gratuity (refer Note 37)	290.06	128.79
<b>Total</b>	<b>290.06</b>	<b>128.79</b>
<b>Current</b>		
Provision for gratuity (refer Note 37)	122.80	135.56
Provision for compensated absences	333.28	500.03
<b>Total</b>	<b>456.08</b>	<b>635.59</b>

**19 Other Current Liabilities**

(Amounts in INR Lakhs)

	As at 31 March 2023	As at 31 March 2022
Advances from customers	100.08	98.58
Advances from scrap traders	3.80	1.43
Duties and taxes payable	298.87	112.82
<b>Total</b>	<b>402.75</b>	<b>212.83</b>

**20 Deferred Tax (Assets) / Liabilities (Net)**

Deferred tax assets and liabilities are attributable to the following:

(Amounts in INR Lakhs)

	As at 31 March 2023	As at 31 March 2022
<b>Deferred Tax Liabilities</b>		
Excess of depreciation / amortisation on PPE under tax law over depreciation /amortisation provided in accounts	178.28	136.19
<b>Total Deferred Tax Liabilities (A)</b>	<b>178.28</b>	<b>136.19</b>
<b>Deferred Tax Assets</b>		
Unpaid liabilities allowable on payment basis under Section 43B of Income Tax Act, 1961	187.79	192.38
Voluntary Retirement Scheme	160.09	
Business loss	250.84	
Others	3.51	5.37
<b>Total Deferred Tax Assets (B)</b>	<b>602.23</b>	<b>197.75</b>
<b>Net Deferred Tax (Assets) /Liabilities (A-B)</b>	<b>(423.94)</b>	<b>(61.56)</b>

**(i) Movements in Deferred Tax Asset / Liabilities (net)**

(Amounts in INR Lakhs)

	Excess of depreciation / amortisation on PPE under tax law over depreciation /amortisation provided in accounts	Disallowances under Income tax	Voluntary Retirement Scheme	Business Loss	Others	Net Deferred Tax (Assets) / Liabilities
<b>As at 1 April 2021</b>	<b>130.22</b>	<b>(119.67)</b>	-	-	(5.33)	<b>5.22</b>
Charged / (Credited)						
- to statement of profit and loss	5.97	(42.05)	-	-	(0.05)	(36.13)
- to other comprehensive income	-	(30.65)	-	-	-	(30.65)
<b>As at 31 March 2022</b>	<b>136.19</b>	<b>(192.38)</b>	-	-	(5.38)	<b>(61.56)</b>
Charged / (Credited)						
- to statement of profit and loss	42.09	24.41	(160.09)	(250.84)	1.87	(342.56)
- to other comprehensive income	-	(19.82)	-	-	-	(19.82)
<b>As at 31 March 2023</b>	<b>178.28</b>	<b>(187.79)</b>	<b>(160.09)</b>	<b>(250.84)</b>	<b>(3.51)</b>	<b>(423.94)</b>

A deferred tax asset of Rs 250.84 Lakhs as recognise for the carry forward of unused tax losses to the extend that it is probable that future taxable profit will be available against which the unused tax losses will be utilised.

# Panasonic Energy India Co. Ltd.

## 21 Revenue from operations

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Sale of products	25,861.62	24,613.07
Less: Sales Incentives	(571.08)	(550.91)
<b>Sale of products (Net)</b>	<b>25,290.54</b>	<b>24,062.16</b>
Other operating revenues	38.69	89.40
<b>Total</b>	<b>25,329.23</b>	<b>24,151.56</b>

## 22 Other income

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Interest income		
- On deposits	147.05	252.73
- On income tax	12.36	17.55
Profit on sale/discard of property, plant and equipments	132.24	38.75
Gain on termination of lease (net)	2.30	-
Insurance claim	8.40	25.33
Miscellaneous income	69.11	23.43
<b>Total</b>	<b>371.46</b>	<b>357.78</b>

## 23 Cost of materials consumed

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Inventories at the beginning of the year	819.14	999.04
Add: Purchases	12,558.97	12,087.88
Less: Inventories at the end of the year	1,048.07	819.14
<b>Total</b>	<b>12,330.04</b>	<b>12,267.78</b>

## 24 Changes in inventories of finished goods work-in-progress and Stock-in-Trade

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
<b>Inventories at the beginning of the year:</b>		
Finished goods (including stock in trade and materials in transit)	2,390.28	1,250.89
Work in progress	415.64	337.03
	<b>2,805.92</b>	<b>1,587.92</b>
<b>Inventories at the end of the year:</b>		
Finished goods (including stock in trade and materials in transit)	2,889.58	2,390.28
Work in progress	299.05	415.64
	<b>3,188.63</b>	<b>2,805.92</b>
<b>Total Net (Increase) / Decrease</b>	<b>(382.71)</b>	<b>(1,218.00)</b>

## 25 Other manufacturing expenses

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Consumption of stores and spares	115.79	124.42
Power and fuel	201.45	242.79
Water, gas and oil	133.41	165.21
Repairs to machineries	95.70	102.15
Repairs to buildings	21.67	30.05
<b>Total</b>	<b>568.02</b>	<b>664.62</b>

26 Employee benefit expenses

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Salaries, wages and bonus	4,738.15	3,935.37
Contribution to provident and other funds (refer Note 37)	326.70	549.63
Staff welfare expenses	190.66	158.99
<b>Total</b>	<b>5,255.51</b>	<b>4,643.99</b>

27 Finance costs

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Interest on lease liabilities	11.02	12.03
Interest on late payment of statutory dues	6.93	3.09
<b>Total</b>	<b>17.95</b>	<b>15.12</b>

28 Other expenses

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Rent (refer Note 39)	0.88	0.38
General repairs	35.02	51.62
Insurance	39.36	38.05
Rates and taxes	56.82	36.72
Legal and professional charges	213.23	104.77
Transportation expense	636.57	642.20
Travelling and conveyance	779.76	656.38
Other bank charges	9.53	7.40
Corporate Social Responsibility expenses (refer note ii below)	22.03	21.00
Post, telegrams and telephone expenses	60.64	100.69
Advertisement and sales promotion expenses	160.99	640.38
Freight and selling expenses	724.52	682.89
Royalty and brand fees	407.80	394.89
Loss on sale/discard of property, plant and equipments	24.25	19.07
Research and development expenses	7.24	8.00
Directors' commission (refer Note 36)	-	13.95
Director's sitting fees (refer Note 36)	6.80	4.60
Payment to Auditors (refer Note i below)	21.85	16.89
Foreign exchange losses(net)	48.74	0.75
Miscellaneous expenses	202.96	265.20
<b>Total</b>	<b>3,458.99</b>	<b>3,705.83</b>

(i) Payment to Auditors\*

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
<b>As auditor:</b>		
Statutory audit fee	10.20	9.25
Limited review	9.00	6.75
<b>In other capacity:</b>		
Reimbursement of expenses	2.65	0.89

\* excluding applicable taxes



## (ii) Corporate Social Responsibility (CSR) expenses

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
<b>Corporate Social Responsibility expenses for the period</b>	25.14	21.00
Various Head of expenses included in above:		
CSR Expenses	25.14	21.00
Gross amount required to be spent by the company during the year.	22.03	20.86
Amount approved by the board to be spent during the year	25.14	20.91
Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	25.00	25.02
<b>Provision for CSR Expenses</b>		
Opening Balance	(0.14)	3.88
Add: Provision created during the period	22.03	21.00
Less: Provision utilised during the period	(25.00)	(25.02)
<b>Closing Balance</b>	(3.11)	(0.14)
The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year	-	-
<b>The total of previous years' shortfall amounts</b>	-	-
The reason for above shortfalls by way of a note	Not applicable	Not applicable
<b>The nature of CSR activities undertaken by the Company</b>	Providing the solar system and the battery backup system for 6 public toilets of Indore city & contribution to Charitable Trust	Contribution to Charitable Trust

## 29 Earnings per share (EPS)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
<b>Profit attributable to equity shareholders: (Amount in INR Lakhs)</b>		
Profit attributable to equity shareholders for basic earnings	(1,063.64)	938.91
Effect of dilution	-	-
Profit attributable to equity shareholders adjusted for the effect of dilution	(1,063.64)	938.91
<b>Weighted average number of equity shares for:</b>		
Basic EPS	7,500,000	7,500,000
Effect of dilution	-	-
Weighted average number of equity shares adjusted for the effect of dilution	7,500,000	7,500,000
<b>Earnings Per Share (INR):</b>		
Basic & diluted	(14.18)	12.52
Diluted	(14.18)	12.52

**30 Contingent liabilities***(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
a) Disputed Excise / Service tax matters pending before Assessing/Appellate Authorities	227.50	196.97
b) Income tax matters	401.12	401.12
c) Sales Tax / VAT matters	221.84	361.92
d) Bank Guarantees	68.22	13.43
e) Others*	93.01	104.86
f) Claims from employees and former employees	Amount unascertainable	Amount unascertainable
f) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition was filed against this decision which has been dismissed by SC on 28 August 2019. In view of management, guidelines directed under SC judgement has been implemented w.e.f. 01 August 2019. In addition, the SC judgement hasn't expressed whether this effect shall be prospectively or retrospectively, the impact before 01 April 2019, if any, is not ascertainable and consequently no financial effect has been provided for in the accounts. Accordingly, this has been disclosed as a contingent liability in the financial statements.	Amount unascertainable	Amount unascertainable

\* Other disputed matters involves claims lodged by transporters, vendors, ex-employees and other local authorities at various forums.

It is not practical for the Company to estimate the closure of these issue and the consequential timing of cash flows if any, as it is determinable only on receipt of judgement pending with various forum/authorities. The company does not expect any reimbursement in respect of the above contingent liabilities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for wherever required.

**31 Commitments**

Estimated amount of capital contracts remaining to be executed and not provided for (net of advances) is INR 60.76 Lakhs (31 March 2022: INR 52.08 Lakhs)

32 The Company's international and specified domestic transactions with associated enterprises are at arm's length, as per the independent accountant's report for the year ended 31 March 2022. The Management believes that the Company's international and domestic transactions with associated enterprises post 31 March 2022 continue to be at arm's length and that transfer pricing legislations will not have any impact on the Ind AS financial statements, particularly on the amount of tax expenses for the year and the amount of provision for taxation at the year end.

**33 Segment information****a. Operating Segment**

The Company has a single operating segment, namely, "Dry batteries". The operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chairman and Managing Director (CMD) of the company has been identified as the chief operating decision maker who assesses the financial performance and position of the company, and makes strategic decisions.

**b. Geographical Information**

The geographical information analyses the company's revenue and non-current assets by the company's country of incorporation (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographical location of customers and segment assets which have been based on the geographical location of the assets.

**(i) Revenue from sale of products**

*(Amounts in INR Lakhs)*

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
India	25,086.05	23,777.38
Rest of the world	204.49	284.78
<b>Total</b>	<b>25,290.54</b>	<b>24,062.16</b>

**(ii) Non-current assets\***

*(Amounts in INR Lakhs)*

	As at 31 March 2023	As at 31 March 2022
India	3,174.16	3,268.98
<b>Total</b>	<b>3,174.16</b>	<b>3,268.98</b>

\* Non-current assets excludes deferred tax assets. All property, plant and equipment are located in India.

**C. Major customer**

There is no single customer that accounts for more than 10% of the Company's revenue.

**34. Financial Instruments - Fair Value and Risk Measurements**

**A) Accounting classification and fair values**

As at 31 March 2023	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
<b>Financial Assets</b>								
Loans								
Current	-	-	72.03	72.03	-	-	-	-
Trade receivables	-	-	953.11	953.11	-	-	-	-
Cash and cash equivalents	-	-	647.60	647.60	-	-	-	-
Other bank balances	-	-	782.50	782.50	-	-	-	-
Other financial assets								
Non-current	-	-	124.83	124.83	-	-	-	-
Current	-	-	2,463.50	2,463.50	-	-	-	-
<b>Total Financial Assets</b>	-	-	<b>5,043.57</b>	<b>5,043.57</b>	-	-	-	-
<b>Financial Liabilities</b>								
Lease Liabilities								
Non-current	-	-	76.12	76.12	-	-	-	-
Current	-	-	61.68	61.68	-	-	-	-
Trade payables	-	-	1,535.11	1,535.11	-	-	-	-
Other financial liabilities	-	-	1,492.92	1,492.92	-	-	-	-
<b>Total Financial Liabilities</b>	-	-	<b>3,165.83</b>	<b>3,165.83</b>	-	-	-	-

# Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

(Amounts in INR Lakhs)

As at 31 March 2022	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
<b>Financial Assets</b>								
Loans								
Current	-	-	61.43	61.43	-	-	-	-
Trade receivables	-	-	571.76	571.76	-	-	-	-
Cash and cash equivalents	-	-	1,159.81	1,159.81	-	-	-	-
Other bank balances	-	-	3,808.52	3,808.52	-	-	-	-
Other financial assets								
Non-current	-	-	45.96	45.96	-	-	-	-
Current	-	-	922.68	922.68	-	-	-	-
<b>Total Financial Assets</b>	-	-	<b>6,570.17</b>	<b>6,570.17</b>	-	-	-	-
<b>Financial Liabilities</b>								
Lease Liabilities								
Non-current	-	-	98.60	98.60	-	-	-	-
Current	-	-	66.09	66.09	-	-	-	-
Trade payables	-	-	1,128.38	1,128.38	-	-	-	-
Other financial liabilities	-	-	1,070.16	1,070.16	-	-	-	-
<b>Total Financial Liabilities</b>	-	-	<b>2,363.22</b>	<b>2,363.22</b>	-	-	-	-

# Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

#### Types of inputs are as under:

**Input Level I (Directly Observable)** : which includes quoted prices in active markets for identical assets such as quoted price for an equity security on Security Exchanges.

**Input Level II (Indirectly Observable)** : which includes prices in active markets for similar assets such as quoted price for similar assets in active markets, valuation multiple derived from prices in observed transactions involving similar businesses, etc.

**Input Level III (Unobservable)**: which includes management's own assumptions for arriving at a fair value such as projected cash flows used to value a business, etc.

#### B. Measurement of fair values

##### i) Valuation techniques and significant unobservable inputs

Since there are no financial instruments measured at Fair Value, this is not relevant.

##### ii) Transfers between Levels I and II

Since there are no financial instruments measured at Fair Value, this is not relevant.

##### iii) Level III fair values

There are no items in Level III fair values.

#### C. Financial risk management

The Company has a well-defined risk management framework. The Board of Directors of the Company has adopted a Risk Management Policy. The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

#### Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors evaluate and exercise independent control over the entire process of market risk management. The board also recommends risk management objectives and policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

**(i) Credit Risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to the company. The potential activities where credit risks may arise include from cash and cash equivalents and security deposits or other deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the company along with relevant mitigation procedures adopted have been enumerated below:

**Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base. Majority of the customers have been associated with the company for a considerable period of time. Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Sale limits are established for each customer and reviewed regularly.

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The company reviews the receivables in light of their historical payment patterns and adjusts the same to estimate the expected loss on account of credit worthiness of the customer or delay in payments leading to loss of time value of money.

As at the end of the reporting periods, the maximum exposure to credit risk for trade and other receivables by geographic region was as follows:

(Amounts in INR Lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
India	927.26	440.27
Overseas	25.85	131.49

The company does not have any concentration of credit risk as the customers / dealers are widely dispersed. Receivables from any single customer / dealer does not exceed 10% of the total sales.

**Impairment**

As at the end of the reporting periods, the ageing of trade and other receivables that were not impaired was as follows:

(Amounts in INR Lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Not Due	833.20	552.93
0-30 days	90.57	16.23
31-60 days	4.41	1.66
61-90 days	24.65	0.94
91-180 days	0.28	-
> 180 days	-	-

The above receivables which are past due but not impaired are assessed on case-to-case basis. The instances pertain to third party customers which have a proven creditworthiness record. Management is of the view that these financial assets are not impaired as there has not been any adverse change in credit quality and are envisaged as recoverable based on the historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings, if they are available. Consequently, no additional provision has been created on account of expected credit loss on the receivables. There are no other classes of financial assets that are past due but not impaired. The provision for impairment of trade receivables, movement of which has been provided below, is not significant / material. The concentration of credit risk is limited due to fact that the customer base is large and unrelated.

**Movements in Expected Credit Loss Allowance:**

	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	5.58	5.58
Movements in allowance	-	-
	<b>5.58</b>	<b>5.58</b>

**Other Financial Assets**

Other financial assets includes loan to employees, security deposits, cash and cash equivalents, other bank balance, etc. Cash and cash equivalents and Bank deposits are placed with banks having good reputation and past track record with adequate credit rating. The amounts for other financial assets is not material and hence, exposure to credit risk is not considered to be significant.

**(ii) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves periodic reviews of cash flow projections and considering the level of liquid assets necessary, monitoring balance sheet, liquidity ratios against internal and external regulatory requirements.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(Amounts in INR Lakhs)

31 March 2023	Carrying amount	Contractual maturities				
		Total	Less than 12 months	1-2 years	2-5 years	More than 5 years
Trade payables	1,535.11	1,535.11	1,525.33	1.02	8.76	-
Other financial liabilities	1,630.72	1,630.71	1,549.32	45.97	35.43	-

31 March 2022	Carrying amount	Contractual maturities				
		Total	Less than 12 months	1-2 years	2-5 years	More than 5 years
Trade payables	1,128.38	1,128.38	1,123.68	0.29	4.41	-
Other financial liabilities	1,234.84	1,234.84	1,129.84	58.16	46.84	-



(iii) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and debt. The Company does not enter into any derivatives.

(a) Currency Risk

The functional currency of the Company is Indian Rupees. The Company has exposure of receivables and payables in foreign currency (USD & JPY). However, the exposure is not significant looking at the present business of the Company.

Unhedged Exposures	Foreign Currency Denomination	As at 31 March 2023		As at 31 March 2022	
		Foreign Currency	Reporting Currency (Amounts in INR Lakhs)	Foreign Currency	Reporting Currency (Amounts in INR Lakhs)
Trade & Other Receivable	USD	31,343.76	25.77	310,211.34	235.16
Trade & Other Payable	USD	1,057,049.36	870.64	153,904.22	116.67
Net Foreign Currency Exposure [Asset - Liability]		(1,025,705.60)	(844.87)	156,307.12	118.49
Trade & Other Receivable	JPY	-	-	-	-
Trade & Other Payable	JPY	20,015,886.73	123.70	3,537,000.00	22.01
Net Foreign Currency Exposure [Asset - Liability]		(20,015,886.73)	(123.70)	(3,537,000.00)	(22.01)

The following significant exchange rates have been applied during the year:

	Average rate		Year-end spot rate	
	For year ended 31 Mar 2023	For year ended 31 Mar 2022	As at 31 March 2023	As at 31 March 2022
1 USD	80.39	74.51	82.22	75.81
100 JPY	59.41	66.35	61.80	62.23

Sensitivity analysis based on Net Foreign Currency Exposure provided herein above:

Effect in Rupees	Profit / (Loss)		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>31 March 2023</b>				
USD (3% movement)	(25.35)	25.35	(18.97)	18.97
JPY (3% movement)	(3.71)	3.71	(2.78)	2.78

Effect in Rupees	Profit / (Loss)		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>31 March 2022</b>				
USD (3% movement)	3.55	(3.55)	2.66	(2.66)
JPY (3% movement)	(0.66)	0.66	(0.49)	0.49

**(b) Interest rate risk**

There are no financial assets or financial liabilities which are at floating interest rate. Accordingly, there is no interest risk.

**35. Capital Management**

The Company's objective is to maintain a strong capital base to ensure sustained growth in business. The Company's management focusses to maintain an optimal structure that balances growth and maximizes shareholder value. The Company is predominantly equity financed. Further, the Company has sufficient cash and cash equivalents and financial assets which are liquid to meet its financial obligations.

**36. Related party disclosures**

Disclosures as required by Indian Accounting Standard (Ind AS 24) are given below :

Name of the Related Party	Nature of Relationship
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	Holding company
Panasonic Carbon India Co. Ltd	Fellow subsidiary
P.T. Panasonic Gobel Energy Indonesia	Fellow subsidiary
Panasonic Energy Thailand Co. Ltd.	Fellow subsidiary
Panasonic Peruana SA	Fellow subsidiary
Panasonic India Pvt. Ltd. (amalgamated with Panasonic Life solution India Pvt Ltd. w.e.f. 1 August 2022)	Fellow subsidiary
Panasonic Procurement Asia Pacific (Division of Panasonic Asia Pacific Pte. Ltd.)	Fellow subsidiary
Panasonic Hong Kong Co. Ltd.	Fellow subsidiary
Panasonic Procurement (China) Co. Ltd.	Fellow subsidiary
Relo Panasonic Excel International Co. Ltd	Fellow subsidiary
Panasonic Energy Poland S A	Fellow subsidiary
Panasonic Life Solutions India P Ltd	Fellow subsidiary
Panasonic Marketing Middle East & Africa FZE	Fellow subsidiary
Panasonic Industry (China) Co Ltd (Formerly: Panasonic Indl Dev Sales (CH) Co. Ltd.)	Fellow subsidiary
Panasonic Finance Asia (Division of Panasonic Asia Pacific Pte. Ltd.)	Fellow subsidiary
Relo Excel Inc.	Fellow subsidiary
Panasonic Energy (Shanghai) Co. Ltd	Fellow subsidiary
Panasonic Energy Corporation	Fellow subsidiary
Panasonic Centroatamerica S A	Fellow subsidiary
Panasonic Energy Corporation of America	Fellow subsidiary
Panasonic Energy Company Ltd.	Fellow subsidiary
Panasonic Operational excellence Co. Ltd.	Fellow subsidiary

Key Management Personnel (KMP)	
Mr. Tadasuke Hosoya	Non Executive Director
Mr. Akinori Isomura	Chairman and Managing Director
Ms. Geeta Goradia	Independent Director
Mr. Mayur Swadia	Independent Director
Mr. Atul Dalmia	Independent Director
Mr. Mikio Morikawa	Executive Director (upto 31 December 2021)
Mr. Hideyuki Okunaga	Executive Director

# Panasonic Energy India Co. Ltd.

## Transactions with related parties during the year

(Amounts in INR Lakhs)

Nature of transactions	Holding Company	Fellow subsidiary	Key Management Personnel	Total
<b>Sale of products</b>	-	<b>168.60</b>	-	<b>168.60</b>
	-	(260.40)	-	(260.40)
Panasonic Peruana SA	-	<b>12.56</b>	-	<b>12.56</b>
	-	(41.11)	-	(41.11)
Panasonic Energy Co. Ltd.	-	<b>0.11</b>	-	<b>0.11</b>
	-	-	-	-
Panasonic Energy Corporation	-	<b>0.13</b>	-	<b>0.13</b>
	-	-	-	-
Panasonic Life Solutions India P Ltd	-	<b>17.11</b>	-	<b>17.11</b>
	-	(0.09)	-	(0.09)
Panasonic Marketing Middle East & Africa FZE	-	<b>30.27</b>	-	<b>30.27</b>
	-	(152.45)	-	(152.45)
Panasonic Industry (China) Co Ltd (Formerly: Panasonic Indl Dev Sales (CH) Co. Ltd.	-	<b>100.04</b>	-	<b>100.04</b>
	-	(39.09)	-	(39.09)
Panasonic India Pvt. Ltd. (amalgamated with Panasonic Life solution India Pvt Ltd. w.e.f. 1 August 2022)	-	<b>8.40</b>	-	<b>8.40</b>
	-	(27.66)	-	(27.66)
<b>Sale of Machinery</b>	-	-	-	-
	-	(20.87)	-	(20.87)
Panasonic Centroamerica S A	-	-	-	-
	-	(20.87)	-	(20.87)
<b>Reimbursement of expenses received/receivable</b>	-	-	-	-
	(0.37)	(5.97)	-	(6.34)
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	-	-	-	-
	(0.37)	-	-	(0.37)
Panasonic Energy Thailand Co. Ltd.	-	-	-	-
	-	(5.97)	-	(5.97)
<b>Dividends paid</b>	<b>326.56</b>	-	-	<b>326.56</b>
	(348.33)	-	-	(348.33)
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	<b>326.56</b>	-	-	<b>326.56</b>
	(348.33)	-	-	(348.33)
<b>Raw material purchases</b>	-	<b>731.11</b>	-	<b>731.11</b>
	-	(913.15)	-	(913.15)
Panasonic Carbon India Co. Ltd..	-	<b>653.20</b>	-	<b>653.20</b>
	-	(838.81)	-	(838.81)
Panasonic Procurement Asia Pacific	-	<b>77.91</b>	-	<b>77.91</b>
	-	(74.34)	-	(74.34)
<b>Purchase of traded goods</b>	-	<b>3,144.88</b>	-	<b>3,144.88</b>
	(663.92)	(983.83)	-	(1,647.75)
Panasonic Energy (Shanghai) Co. Ltd	-	-	-	-
	-	(68.39)	-	(68.39)
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	-	-	-	-
	(663.92)	-	-	(663.92)
Panasonic Operational excellence Co. Ltd.	-	<b>841.85</b>	-	<b>841.85</b>
	-	-	-	-
Panasonic Hong Kong Co. Ltd.	-	<b>282.48</b>	-	<b>282.48</b>
	-	(167.36)	-	(167.36)

Transactions with related parties during the year (continued)

(Amounts in INR Lakhs)

Nature of transactions	Holding Company	Fellow subsidiary	Key Management Personnel	Total
Panasonic Energy Thailand Co. Ltd.	-	1,584.23	-	1,584.23
	-	(443.34)	-	(443.34)
PT Panasonic Gobel Energy Indonesia	-	436.32	-	436.32
	-	(304.74)	-	(304.74)
<b>Purchase of Machinery</b>	-	21.49	-	21.49
	(7.86)	(207.54)	-	(215.40)
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	-	-	-	-
	(7.86)	-	-	(7.86)
Panasonic Life Solutions India P. Ltd.	-	21.49	-	21.49
	-	(207.54)	-	(207.54)
<b>Purchase of spares</b>	-	6.32	-	6.32
	(10.97)	(2.59)	-	(13.56)
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	-	-	-	-
	(10.97)	-	-	(10.97)
Panasonic Operational excellence Co. Ltd.	-	6.32	-	6.32
	-	-	-	-
Panasonic Energy Corporation of America	-	-	-	-
	-	(2.59)	-	(2.59)
<b>Royalty and brand fees paid / payable</b>	178.50	229.36	-	407.87
	(394.89)	-	-	(394.89)
Panasonic Energy Company Ltd.	-	229.36	-	229.36
	-	-	-	-
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	178.50	-	-	178.50
	(394.89)	-	-	(394.89)
<b>Legal and professional charges - Management fees paid / payable</b>	-	86.74	-	86.74
	(0.16)	(81.96)	-	(82.12)
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	-	-	-	-
	(0.16)	-	-	(0.16)
Panasonic India Pvt. Ltd. (amalgamated with Panasonic Life solution India Pvt Ltd. w.e.f. 1 August 2022)	-	8.92	-	8.92
	-	(69.04)	-	(69.04)
Panasonic Marketing Middle East & Africa FZE	-	-	-	-
	-	(12.88)	-	(12.88)
Panasonic Life Solutions India P. Ltd.	-	75.92	-	75.92
	-	-	-	-
P.T. Panasonic Gobel Energy Indonesia	-	1.90	-	1.90
	-	-	-	-
Panasonic Finance Asia	-	-	-	-
	-	(0.04)	-	(0.04)
<b>Reimbursement of expenses paid / payable</b>	-	119.06	-	119.06
	(104.41)	(6.42)	-	(110.83)
Panasonic Energy Thailand Co. Ltd.	-	0.27	-	0.27
	-	-	-	-
Panasonic Industry Co. Ltd.	-	20.38	-	20.38
	-	-	-	-

# Panasonic Energy India Co. Ltd.

## Transactions with related parties during the year (continued)

(Amounts in INR Lakhs)

Nature of transactions	Holding Company	Fellow subsidiary	Key Management Personnel	Total
Panasonic India Pvt. Ltd. (amalgamated with Panasonic Life solution India Pvt Ltd. w.e.f. 1 August 2022)	-	4.42	-	4.42
	-	(4.67)	-	(4.67)
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	-	-	-	-
	(104.41)	-	-	(104.41)
Panasonic Asia Pacific Pte Ltd	-	0.86	-	0.86
	-	-	-	-
Panasonic Energy Co. Ltd.	-	74.20	-	74.20
	-	-	-	-
Panasonic Operational excellence Co. Ltd.	-	17.19	-	17.19
	-	-	-	-
Relo Excel Inc.	-	1.74	-	1.74
	-	(1.75)	-	(1.75)
Relo Panasonic Excel International Co. Ltd.	-	-	-	-
	-	-	-	-
<b>Reimbursement of brand building expenses received / receivable</b>	-	-	-	-
	(1,075.10)	-	-	(1,075.10)
Panasonic Energy Company Ltd.	-	999.99	-	999.99
	-	-	-	-
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	-	-	-	-
	(1,075.10)	-	-	(1,075.10)
<b>Remuneration paid / payable to KMP *</b>	-	-	161.49	161.49
	-	-	(150.12)	(150.12)
Mr. Akinori Isomura	-	-	161.49	161.49
	-	-	(34.56)	(34.56)
Mr. Tadasuke Hosoya	-	-	-	-
	-	-	(115.56)	(115.56)
<b>Sitting fees paid / payable to Directors</b>	-	-	6.80	6.80
	-	-	(4.60)	(4.60)
Ms. Geeta Goradia	-	-	2.20	2.20
	-	-	(1.20)	(1.20)
Mr. Mayur Swadia	-	-	2.80	2.80
	-	-	(2.00)	(2.00)
Mr. Atul Dalmia	-	-	1.80	1.80
	-	-	(1.40)	(1.40)
<b>Commission paid / payable to KMP</b>	-	-	-	-
	-	-	(13.95)	(13.95)
Ms. Geeta Goradia	-	-	-	-
	-	-	(2.79)	(2.79)
Mr. Mayur Swadia	-	-	-	-
	-	-	(2.79)	(2.79)
Mr. Atul Dalmia	-	-	-	-
	-	-	(2.79)	(2.79)
Mr. Tadasuke Hosoya	-	-	-	-
	-	-	(0.69)	(0.69)
Mr. Hideyuki Okunaga	-	-	-	-
	-	-	(2.79)	(2.79)
Mr. Mikio Morikawa	-	-	-	-
	-	-	(2.10)	(2.10)

\* Includes INR 71.20 Lakhs ( Previous year: INR 69.83 Lakhs) reimbursed to Panasonic Energy Co. Ltd & Panasonic Industries Co. Ltd for remuneration paid/payable to Mr Akinori Isomura during the year.

**Balances as at year end**

(Amounts in INR Lakhs)

Nature of transactions	Holding Company	Fellow subsidiary	Key Management Personnel	Total
<b>Current financial assets - Trade Receivables</b>	-	<b>25.85</b>	-	<b>25.85</b>
	-	(138.75)	-	(138.75)
Panasonic Peruna S A	-	-	-	-
	-	(19.19)	-	(19.19)
Panasonic India Pvt. Ltd. (amalgamated with Panasonic Life solution India Pvt Ltd. w.e.f. 1 August 2022)	-	-	-	-
	-	(7.26)	-	(7.26)
Panasonic Life Solutions India P Ltd.	-	<b>9.88</b>	-	<b>9.88</b>
	-	-	-	-
Panasonic Energy Poland S A	-	-	-	-
	-	-	-	-
Panasonic Marketing Middle East & Africa FZE	-	-	-	-
	-	(91.36)	-	(91.36)
Panasonic Industry (China) Co Ltd	-	<b>15.97</b>	-	<b>15.97</b>
	-	(20.94)	-	(20.94)
<b>Current financial assets - Others</b>	-	<b>294.68</b>	-	<b>294.68</b>
	(899.99)	-	-	(899.99)
Panasonic Energy Company Ltd.	-	<b>294.68</b>	-	<b>294.68</b>
	-	-	-	-
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	-	-	-	-
	(899.99)	-	-	(899.99)
<b>Current financial liabilities - Trade Payables</b>	<b>80.36</b>	<b>1,003.79</b>	-	<b>1,084.16</b>
	(207.14)	(168.11)	-	(375.25)
Panasonic Holdings Corporation (Erstwhile Panasonic Corporation)	<b>80.36</b>	-	-	<b>80.36</b>
	(207.14)	-	-	(207.14)
Panasonic Carbon India Co. Ltd.	-	<b>26.30</b>	-	<b>26.30</b>
	-	(27.45)	-	(27.45)
Panasonic India Pvt. Ltd. (amalgamated with Panasonic Life solution India Pvt Ltd. w.e.f. 1 August 2022)	-	<b>3.15</b>	-	<b>3.15</b>
	-	(27.90)	-	(27.90)
Panasonic Energy Company Ltd.	-	<b>123.70</b>	-	<b>123.70</b>
	-	-	-	-
Panasonic Operational Excellence Co.Ltd.	-	<b>3.52</b>	-	<b>3.52</b>
	-	-	-	-
Panasonic Energy Shanghai Co. Ltd.	-	-	-	-
	-	-	-	-
Panasonic Energy Thailand Co. Ltd.	-	<b>778.03</b>	-	<b>778.03</b>
	-	(27.70)	-	(27.70)
Panasonic Hongkong Co Ltd	-	<b>7.01</b>	-	<b>7.01</b>
	-	(49.51)	-	(49.51)
PT Panasonic Gobel Energy Indonesia	-	<b>1.71</b>	-	<b>1.71</b>
	-	(35.56)	-	(35.56)
Panasonic Life Solutions India P Ltd.	-	<b>60.37</b>	-	<b>60.37</b>
	-	-	-	-
<b>Current financial liabilities - Others</b>	-	-	<b>2.86</b>	<b>2.86</b>
	-	(12.91)	(2.83)	(15.75)
Panasonic Life Solutions India P Ltd.	-	-	-	-
	-	(12.91)	-	(12.91)
Mr. Akinori Isomura	-	-	<b>2.86</b>	<b>2.86</b>
	-	-	(2.83)	(2.83)
Mr. Tadasuke Hosoya	-	-	-	-
	-	-	-	-

All transactions with related parties are priced on arms length basis and are to be settled in cash within six month of reporting date.

**37 Employee benefits**

In accordance with the stipulations of the Indian Accounting Standard 19 “Employee Benefits”, the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

**Defined Contribution Plans**

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund is administered by the trust owned and managed by the Company. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

The provident fund plan is operated by the “Panasonic Energy India Company Limited Employees Provident Fund Trust” (the “Trust”). Eligible employees receive benefits from the said Provident Fund Trust which is a defined contribution plan. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee’s salary. The minimum interest rate payable by the Trust to the beneficiaries every year is being notified by the Government. The Company has an obligation to make good the short fall, if any, between the return from the investments of the trust and the notified interest rate.

The Company recognized INR 206.08 Lakhs (Previous year: INR 200.89 Lakhs) for provident fund contributions.

**Defined Benefit Plans**

**1) Gratuity**

15 days salary (Basic Salary) for each completed year of service. Vesting period is 5 years and the payment is at actual on retirement, resignation, termination, disablement or death. Scheme is funded with LIC. The liability for gratuity as below is recognised on the basis of actuarial valuation.

The Company makes contribution to LIC for gratuity benefits according to the Payment of Gratuity Act, 1972.

The Company recognizes the liability towards the gratuity at each Balance Sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at 31 March 2023 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Scheme is funded through LIC.

These plans typically expose the Company to actuarial risks such as: Salary Risk, investment risk, liquidity risk, legislative risk and market risk.

<b>Salary Risk</b>	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
<b>Investment Risk</b>	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
<b>Interest Rate Risk</b>	A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.
<b>Asset Liability Matching Risk</b>	The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.
<b>Mortality Risk</b>	Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.



No other post-retirement benefits are provided to employees.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	As at 31 March 2023	As at 31 March 2022
<b>Gratuity</b>		
Discount rate (%)	7.39%	6.90%
Salary escalation rate (%)	7.50%	6.00%
Attrition rate (%)		
For Service 2 years and below	30.00%	19.80%
For Service 3 years to 4 years	21.50%	20.65%
For Service 5 years and above	8.50%	6.62%
Expected rate of return on plan assets	7.39%	6.90%

The following table sets out the status of the gratuity and the amounts recognized in the Company's financial statements as at 31 March 2023:

(Amounts in INR Lakhs)

Sr.	Particulars	As at 31 March 2023	As at 31 March 2022
<b>I)</b>	<b>Reconciliation in present value of obligations (PVO) – defined benefit obligation:</b>		
	Current Service Cost	60.86	54.62
	Interest Cost	79.59	73.61
	Actuarial (gain) / losses	66.38	113.50
	Benefits paid	(232.02)	(170.72)
	PVO at the beginning of the year	1,153.52	1,082.51
	<b>PVO at end of the year</b>	<b>1,128.33</b>	<b>1,153.52</b>
<b>II)</b>	<b>Change in fair value of assets:</b>		
	Expected return on plan assets	61.35	66.86
	Return on Plan Assets, Excluding Interest Income	(12.39)	(8.30)
	Contributions by the employer	9.34	18.01
	Benefits paid	(232.02)	(170.72)
	Fair value of plan assets at beginning of the year	889.17	983.32
	<b>Fair value of plan assets at end of the year</b>	<b>715.46</b>	<b>889.17</b>
<b>III)</b>	<b>Reconciliation of Present value of obligation and fair value of assets:</b>		
	PVO at end of period	1,128.33	1,153.52
	Fair Value of planned assets at end of year	715.46	889.17
	Funded status	(412.87)	(264.35)
	<b>Net liability recognised in the balance sheet</b>	<b>(412.87)</b>	<b>(264.35)</b>
<b>IV)</b>	<b>Expenses recognised in Statement of Profit and Loss</b>		
	Current Service cost	60.86	54.62
	Interest cost	79.59	73.61
	Expected return on plan assets	(61.35)	(66.86)
	<b>Components of defined benefit costs recognised in Employee Benefit expenses</b>	<b>79.10</b>	<b>61.37</b>
	<b>Expenses recognised in Other Comprehensive Income (OCI)</b>		
	Actuarial (gains) / losses arising from experience adjustments	66.38	113.50
	Return on Plan Assets excluding amount included in net interest cost	12.39	8.30
	<b>Total</b>	<b>78.76</b>	<b>121.80</b>
<b>V)</b>	<b>Category of assets as at 31st March:</b>		
	Insurer Managed Funds (100%)	<b>100%</b>	<b>100%</b>

The above information is certified by an actuary.

**Categories of Plan Assets as a% of total Plan Assets:**

Particulars	31 March 2023	31 March 2022
Central Govt Security	36.23%	35.47%
Other Approved Security	0.35%	0.45%
State Govt Security	43.45%	45.41%
Ncd/Bonds/MF/TREPS/Loans	9.92%	9.70%
Equity	9.95%	8.85%
Fixed Deposit	0.10%	0.12%

**Sensitivity analysis as on 31 March 2023 (for Gratuity)***(Amounts in INR Lakhs)*

Gratuity	31 March 2023	31 March 2022
<b>Projected Benefit Obligation on Current Assumptions</b>	1,128.31	1,153.50
Delta Effect of +1% Change in Rate of Discounting	(56.35)	(57.77)
Delta Effect of -1% Change in Rate of Discounting	62.37	64.48
Delta Effect of +1% Change in Rate of Salary Increase	61.30	64.41
Delta Effect of -1% Change in Rate of Salary Increase	(56.78)	(58.76)
Delta Effect of +1% Change in Rate of Employee Turnover	(1.02)	2.56
Delta Effect of -1% Change in Rate of Employee Turnover	1.06	(2.90)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Sensitivity due to mortality & withdrawals are not material & hence impact of change not calculated.

**Maturity Analysis of Projected Benefit Obligation are as under:***(Amounts in INR Lakhs)*

Gratuity	31 March 2023	31 March 2022
<b>Projected Benefits Payable in Future Years From the Date of Reporting</b>		
1st Following Year	122.96	192.98
2nd Following Year	117.26	110.79
3rd Following Year	128.10	116.06
4th Following Year	130.56	119.32
5th Following Year	130.16	109.36
Sum of years 6th To 10th Year	622.64	568.71
Sum of years 11 & above Year	563.29	598.51

**2) Provident Fund**

The Company has established an Employee Provident Fund Trust administered by the Company to which both the employee and employer make monthly contribution. The Company's contribution to the Provident Fund for all employees is charged to Statement of Profit and Loss. In case of any liability arising due to shortfall between the return from its investments and the administered interest rate, the same is required to be provided by the Company. The actuary has provided an actuarial valuation and indicated that the interest shortfall liability is INR Nil. The Company has contributed the following amounts towards Provident Fund during the respective period ended:

*(Amounts in INR Lakhs)*

Expenses recognised for the year ended 31 March 2023 (included in Note 26)	31 March 2023	31 March 2022
i) Defined benefit obligation	4,603.57	5,132.35
ii) Fund	4,948.07	5,496.96
iii) Net asset / (liability)	344.50	364.61
iv) Charge to the Statement of Profit and Loss during the year	206.08	200.89

The assumptions used in determining the present value of obligation of the interest rate guarantee under deterministic approach are:

	31 March 2023	31 March 2022
i) Mortality rate (2006-08) ultimate table	Indian Assured Lives Mortality	
ii) Withdrawal rates	5.00%	5.00%
iii) Rate of discount	7.39%	6.90%
iv) Expected rate of interest	8.15%	8.10%
iv) Retirement age	60 Years	60 Years
v) Guaranteed rate of interest	8.15%	8.10%
vi) Attrition rate (%)		
For Service 2 years and below	30.00%	19.80%
For Service 3 years to 4 years	21.50%	20.65%
For Service 5 years and above	8.50%	6.62%

### 3) Leave Encashment:

Leave encashment expense amounting INR 23.95 lakhs (P.Y. 270.37 lakhs) is recognised basis actuarial valuation.

## 38 Tax expense

	<i>(Amounts in INR Lakhs)</i>	
	For year ended 31 Mar 2023	For year ended 31 Mar 2022
<b>Statement of Profit and Loss</b>		
<b>(a) Current tax</b>		
Current tax on profit during the year	(5.89)	347.87
Tax adjustments of earlier years	-	-
<b>Total Current tax expense</b>	<b>(5.89)</b>	<b>347.87</b>
<b>(b) Deferred tax</b>		
Deferred tax (credit) attributable to origination and reversal of temporary differences	(362.38)	(66.78)
<b>Income tax expense reported in the Statement of Profit and Loss</b>	<b>(368.27)</b>	<b>281.09</b>
<b>Reconciliation of effective tax rate</b>		
Profit/ (Loss) before tax	(1,412.09)	1,250.66
Current tax at the statutory tax rate of 25.168% (31 March 2021: 25.168%)	(355.40)	314.77
<b>Tax effects of:</b>		
Adjustment of tax expense relating to earlier periods	5.89	(10.19)
Tax impact on expense not allowable as deduction under income tax (net)	(15.17)	(23.35)
Impact due to change in tax rate enacted for subsequent year	-	-
Other	(3.60)	(0.14)
<b>Tax expense</b>	<b>(368.27)</b>	<b>281.09</b>

## 39 Leases

As a lessee:

The Company's significant leasing arrangements are mainly in respect of office / residential premises & IT equipment. Leases typically run in a range from 11 months to 9 years, with an option to renew the lease after that date. The Company previously used to classify leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company.

The Company has adopted Ind AS 116 "Leases" with effect from 1 April 2019 i.e. date of transition with modified prospective approach. The Company has elected to account for short-term and low value leases using the practical expedient as given in the standard. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss. The 5 years government bond rate of 6.93% has been applied to lease liabilities recognised in the balance sheet at the date of initial application. Company's short term and low value consists of office premises taken on lease for a period of 11 months which are renewable by mutual consent or mutually agreed terms. The aggregate of such lease rentals are charged as "Rent".

## Panasonic Energy India Co. Ltd.

The Company used following practical expedients when applying Ind AS 116 :

- did not recognise right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application;
- did not recognise right-of-use assets and liabilities for leases of low value assets;
- excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application; and
- used hindsight when determining the lease term.

Accordingly, Right-of-Use asset and lease liability of INR 328.61 Lakhs has been recognised.

### A Amount recognised in Statement of Profit and Loss

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Interest on lease liabilities	11.02	12.03
Amortisation of ROU Assets	71.99	76.90
Expenses relating to short term and low value leases charged as Rent	0.88	0.38

### B Amount recognised in the Statement of Cash Flows

(Amounts in INR Lakhs)

	For year ended 31 Mar 2023	For year ended 31 Mar 2022
Interest component	11.02	12.03
Lease component	74.45	77.35

### C Maturity Analysis of Lease Liabilities

(Amounts in INR Lakhs)

	31 March 2023	31 March 2022
<b>Maturity Analysis - Undiscounted</b>		
Less than one year	68.08	74.54
One to five years	81.40	105.00
More than five years	-	-
<b>Lease liabilities included in Balance Sheet</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
- Current	61.68	66.09
- Non Current	76.12	98.60

### D Movement of Right of Use Assets

Forming part of note to "Right of Use Assets" (refer note 5).

### E Movement of Lease Liability

	31 March 2023	31 March 2022
Balance as at the beginning	164.69	227.98
Addition	73.60	39.49
Deduction	(26.04)	(25.43)
Finance cost accrued	11.02	12.03
Payment of lease liabilities	(85.47)	(89.38)
<b>Balance as at the end</b>	<b>137.80</b>	<b>164.69</b>

### 40 Ratio Analysis: As on 31 March 2023:

	Numerator	Denominator	Current Period	Previous Period	% of variance	Explanation for change in the ratio by more than 25%
Liquidity Ratio Current Ratio (times)	Current assets	Current liabilities	2.51	3.49	-28.18%	Payment of VRS Benefit, Transfer Benefit & Bonus

	Numerator	Denominator	Current Period	Previous Period	% of variance	Explanation for change in the ratio by more than 25%
<b>Solvency Ratio</b>						
Debt-Equity Ratio (times)	Total debt	Shareholder's equity	Not applicable			-
Debt Service Coverage Ratio (times)	Earnings available for debt service	Debt service	Not applicable			-
<b>Profitability ratio</b>						
Net Profit Ratio (%)	Profit after tax	Total sales	-4.20%	3.89%	-8.09%	-
Return on Equity Ratio (%)	Profit after tax	Average shareholder's equity	-10.65%	8.74%	-19.39%	-
Return on Capital employed (%)	Earning before interest and taxes	Capital employed	-15.93%	11.72%	-27.65%	Payment of VRS Benefit, Transfer Benefit & Bonus
Return on Investment (%)	Interest income on deposits	Average deposits	4.24%	5.14%	-0.90%	-
<b>Utilization Ratio</b>						
Trade Receivables turnover ratio (times)	Net credit sales	Average trade receivables	2.84	3.42	-16.82%	-
Inventory turnover ratio (times)	Sales	Average inventory	6.22	7.43	-16.26%	-
Trade payables turnover ratio (times)	Net credit purchases	Average trade payables	10.52	11.97	-12.09%	-
Net capital turnover ratio (times)	Net sales	Working capital	4.25	3.11	36.81%	Payment of VRS Benefit, Transfer Benefit & Bonus

#### 41 Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company Shall :
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

42 The Indian Parliament has approved the Code on Social Security, 2021 ('Code') which may likely to impact the contributions made by the Company towards Provident Fund and Gratuity. The Company will assess the impact and its evaluation once the corresponding rules are notified and will give appropriate impact in the standalone financial statements in the period in which the Code becomes effective and the related rules are notified.

43 All material events occurring after the balance sheet date upto the date of approval of financial statements by the Board of Directors on 30 May 2023, have been considered, disclosed and adjusted, wherever applicable, as per the requirements of Ind AS 10 - Events after the Reporting Period.

As per our report of even date  
**For B S R and Co**  
Chartered Accountants  
Firm Registration No: 128510W  
**Jeyur Shah**  
Partner  
Membership No. 045754  
Place: Ahmedabad  
Date: 30 May 2023

#### For and on behalf of the Board of Directors

**Akinori Isomura**  
Chairman & Managing Director  
DIN: 0009382377  
**Sraban Karan**  
Company Secretary & DGM (Legal)  
Place: Pithampur (MP)  
Date: 30 May 2023

**Mayur K. Swadia**  
Director  
DIN: 01237189  
**Sanjay Jain**  
CFO

## Form ISR – 1

(SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

## REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

A. I / We, request you to Register / Change / Update the following (Tick ✓ relevant box) Date : / /

<input type="checkbox"/> PAN	<input type="checkbox"/> Signature	<input type="checkbox"/> Mobile Number
<input type="checkbox"/> Bank details	<input type="checkbox"/> Registered Address	<input type="checkbox"/> E-mail address

B. Security and KYC Details [ to be filled in by the First Holder ]:

Name of the Issuer Company	Folio No.	
Face value of Securities	Number of Securities	
Distinctive number of Securities (Optional)	From	To
E-mail Address		
Mobile Number		

C. I/We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

Name(s) of the Security holder(s) in Capital as per PAN Copies of PAN Cards of all the Holder(s) duly self-attested with date to be enclosed with this Form.	PAN	PAN Linked to Aadhaar -Y/N Tick any one [✓] *
1.		Yes / No
2.		Yes / No
3.		Yes / No
4.		Yes / No

Note: \* PAN shall be valid only if it is linked to Aadhaar by June 30, 2023, or any other date as may be specified by CBDT.

Check Status of PAN linked with Aadhaar at <https://www.incometax.gov.in/iec/foportal> For Exemptions/Clarifications on PAN refer Instruction.

## Bank Account Details of First Holder

Name of the Bank & Branch	IFSC
Bank A/c No.	Tick any one [✓] Acct type <input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> NRO <input type="checkbox"/> NRE <input type="checkbox"/> Any other [ ]

Note: Original cancelled cheque leaf bearing the name of the first holder is mandatory, failing which first security holder shall submit copy of bank passbook / statement attested by the Bank for registering the Bank Account details.

Demat Account Number	16 digit DPid /Client id [ ]
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Also provide Client Master List (CML) of your Demat Account, duly signed by the Depository Participant with stamp.

Authorization: I / We authorise you (RTA) to update the above PAN and KYC details in my / our above Folio No, provided by me/us.

Declaration: All the above facts and documents enclosed are true and correct.

	First Named Holder	Joint Holder - 1	Joint Holder - 2	Joint Holder - 3
Signature				
Name				
Address				
PIN				

Note: If the address mentioned above differs from the address registered with the Company, you are requested to record the new address by submitting the documents as specified in point (3) overleaf. (Use separate Annexure to Form ISR-1 to update the above PAN and other KYC details as provided in this form with the additional Folio(s) where you are the First Named holder of securities, in such issuer companies.)





I/We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

No.	✓	Document/Information /Details	Instruction/Remark
1	<input type="checkbox"/>	PAN of (all) the (joint) holder(s)	PAN Card copies of all the holders duly self-attested with date to be enclosed. PAN shall be valid only if it is linked to Aadhaar by June 30, 2023, or any date as may be specified by the CBDT. For Exemptions / Clarifications on PAN, please refer to Objection Memo as specified in SEBI circular.
2	<input type="checkbox"/>	Demat Account Number	Provide Client Master List (CML) of your Demat Account, duly signed by the Depository Participant with stamp.
3		Proof of Address of the first Holder	<p><b>Provide self attested copy with date stamp of any ONE of the documents, issued by a Govt. Authority, only if there is change in the address;</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Client Master List (CML) of the Demat Account of the holder/claimant, duly signed by the Depository Participant with stamp.</li> <li><input type="checkbox"/> Unique Identification Number (UID) (Aadhaar)</li> <li><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence/Driving License/Flat Maintenance Bill*</li> <li><input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill – Not more than 3 months old.</li> <li><input type="checkbox"/> Identity card (with Photo) / document with address, issued by Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions duly attested by the employer with date and organization stamp.</li> <li><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub- account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</li> <li><input type="checkbox"/> The proof of address in the name of the spouse*</li> </ul> <p>*Kindly provide additional self-attested copy of Identity Proof of the holder/ claimant/ spouse.</p>
4	<input type="checkbox"/>	Bank details	Original cancelled cheque leaf bearing the name of first holder OR latest copy of the bank passbook/statement with details of bank name, branch, account number and IFSC duly attested by the bank. Alternatively, Bank details as per CML enclosed will be updated in the folio.
5	<input type="checkbox"/>	E-mail address (Optional)	As mentioned on Form ISR-1, alternatively the E-mail address available in the CML as enclosed will be updated in the folio.
6	<input type="checkbox"/>	Mobile	As mentioned on Form ISR-1, alternatively the mobile number available in the CML as enclosed will be updated in the folio.
7	<input type="checkbox"/>	Specimen Signature	Provide banker's attestation of the signature of the holder(s) as per Form ISR – 2 and Original cancelled cheque leaf bearing the name of the first holder.
8		Nomination	<p><b>Submit these Form(s) separately for each listed company.</b> (Use any ONE of the following options.)</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> SH-13 For First Time Nomination</li> <li><input type="checkbox"/> SH-14 For Cancellation or Variation in Nomination</li> <li><input type="checkbox"/> SH-14 and ISR-3 For Cancellation of Nomination and to "Opt-Out"</li> <li><input type="checkbox"/> ISR-3 To "OPT-Out" of Nomination or if No Nomination is required</li> </ul>

Note:

- 1) In case of additional folios for securities held under the same First Named holder for Companies managed by the same RTA, details of such folios to be completed in Annexure to Form ISR-1 along with the required declaration and authorisation.
- 2) All the above blank forms along with the mode of submission are available on our website

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## Annexure to Form ISR – 1

(SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16,2023 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

### REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF, IN THE UNDERSTATED COMPANIES

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

Dear Sir/Madam,

I/We request you(RTA), to register / update the details of PAN and KYC details in the following additional Companies where the securities are held in my/our name(s) and the first named holder is in the same order as that which is mentioned in Form ISR-1.

Pl note: Use of this Annexure without Form ISR-1, will be rejected.

Date : / /

Sr.No	Name of the Issuer Company	Folio No.	Quantity of Securities	Face Value of Securities	Start-Distinctive ( Optional )	End-Distinctive ( Optional )

(Use a copy of this sheet, if extra space is required)

**Authorization:** I/We authorise you (RTA) to update the PAN and KYC details as provided by me/us as per Form ISR-1, in my / our above Folio No(s), held in my / our name(s) in which I/we are the holder(s) of securities where first holder remains unchanged. The original Form ISR-1, duly filled in by me/us is attached with Annexure to Form ISR-1.

**Declaration:** All the above facts and documents enclosed are true and correct.

	First Named Holder	Joint Holder - 1	Joint Holder - 2	Joint Holder - 3
<b>Signature</b>				
<b>Name</b>				

**Note:** If the address mentioned above differs from the address registered with the Company, you are requested to record the new address by submitting the documents as per the instructions stated in point (3) of Form ISR-1.

(Use separate Annexure to Form ISR-1 to update PAN and other KYC details as provided in Form ISR-1 where you are the First Named security holder in such issuer companies. serviced by us.)

