



**Panasonic**

**50<sup>th</sup>**  
**Annual Report**  
**2021-2022**

**Panasonic Energy India Co. Ltd.**



# Panasonic Energy India Co. Ltd.

CIN : L31400GJ1972PLC002091

## Corporate Information

### BOARD OF DIRECTORS

#### CHAIRMAN & MANAGING DIRECTOR

Mr. Akinori Isomura (w.e.f. 01-01-2022)

#### DIRECTORS

Ms. Geeta Goradia  
Mr. Mayur Swadia  
Mr. Atul Dalmia  
Mr. Mikio Morikawa (upto 31-12-2021)  
Mr. Tadasuke Hosoya  
Mr. Hideyuki Okunaga

#### CHIEF FINANCIAL OFFICER

Mr. Anjan Shah

#### COMPANY SECRETARY

Ms. Susheela Maheshwari

#### AUDITORS

M/s. BSR & Associates LLP,  
Chartered Accountants, Ahmedabad

#### BANKERS

State Bank of India  
MUGB 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.

#### WORKS

1. GIDC, Makarpura,  
Vadodara – 390 010, Gujarat – India.
2. Plot No. 112, Sector III,  
Pithampur Industrial Area,  
Dist. Dhar – 454 774,  
Madhya Pradesh – India.

**50<sup>th</sup> Annual General Meeting** of the Company is scheduled to be held through Video Conferencing / Other Audio Visual Means on **Thursday, July 28, 2022 at 11:00 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.

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**NOTICE** is hereby given that the **50<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of Panasonic Energy India Co. Ltd. will be held on Thursday, July 28, 2022 at 11:00 a.m. 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, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the year ended March 31, 2022.
3. To appoint a Director in place of Mr. Tadasuke Hosoya (DIN 08232012), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors for a second term of five consecutive years and fix their remuneration and in this connection to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable rules, if any, M/s. BSR and Co., Chartered Accountants, Ahmedabad (a member entity of BSR & Affiliates) having ICAI Firm Registration No. 128510W, who have confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby appointed as the Statutory Auditors of the Company for the second term of five consecutive years and to hold office from the conclusion of the 50<sup>th</sup> Annual General Meeting until the conclusion of the 55<sup>th</sup> Annual General Meeting of the Company to be held for the FY 2026-27 at such remuneration plus applicable taxes, out of pocket and travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee.”

## SPECIAL BUSINESS

5. **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 1,40,000.00 (Rupees one lakh forty thousand only) plus applicable taxes, to M/s. Diwanji & Co., Cost and 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 2022-23.”

**Registered Office**  
GIDC, Makarpura, Vadodara - 390 010  
Gujarat, India  
CIN : L31400GJ1972PLC002091  
e-mail: [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com)

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

**Susheela Maheshwari**  
**Company Secretary**  
**Vadodara, May 25, 2022**

## NOTES

1. In view of the continuing pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 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) during the calendar year 2022 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 50<sup>th</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/CMD2/CIR/P/2022/62 dated May 13, 2022 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 50<sup>th</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 Thursday, July 28, 2022 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 Friday, July 22, 2022 to Thursday, July 28, 2022 (both days inclusive) for the purpose of determining payment of dividend.
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 e-mail to [company.secretary@in.panasonic.com](mailto:company.secretary@in.panasonic.com)
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. Requisite declarations have been received from the Directors for seeking re-appointment.
14. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No. 4 and 5 of the accompanying Notice is annexed hereto.
15. Dividend on Equity Shares as recommended by the Directors, if declared at this AGM, will be paid within a period of 30 days from the date of declaration to those Members whose names appear on the Company's Register of Members at the close of business on Thursday, July 28, 2022.
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. 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). In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant to such shareholder by post.
18. Shareholders are advised to encash their dividend warrants for the proposed Dividend for financial year 2021-22, if declared, within the validity period. Thereafter, the shareholders will have to request the Company for issuing fresh / revalidated dividend warrants by writing to the Company along with their bank details.
19. Dividend payment
  - a) Members holding shares in electronic mode may please note that the dividend payable to them would be paid through National Electronic Clearing Services (NECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the Members to their Depository Participants. In absence of availability of NECS facility, the dividend will be paid through warrants and the bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations.
  - b) In respect of shares held in physical form, Members desirous of receiving dividend by way of direct credit to their bank accounts through NECS may authorize the Company with their NECS mandate. The shareholders desirous of obtaining the NECS mandate may download it from the website of the Company at [www.panasonicenergyindia.in](http://www.panasonicenergyindia.in) or may write to the Company Secretary at the registered office of the Company.
20. Unclaimed dividend

The Company has transferred the unclaimed dividend for the financial year 2013-14 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 September 22, 2021 (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.
21. 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.

22. 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.
23. 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.
24. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred / transmitted / transposed only in dematerialized form with effect from, April 01, 2019. 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.
25. 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 <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by 5:00 p.m. IST on July 21, 2022.

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> latest by 5:00 p.m. IST on July 21, 2022.

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.
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:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ 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).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction / InstaMEET website.

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

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific e-mail 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 / moderator 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 e-mail 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@linktime.co.in](mailto:instameet@linktime.co.in) or contact on: - Tel: 022-49186175.

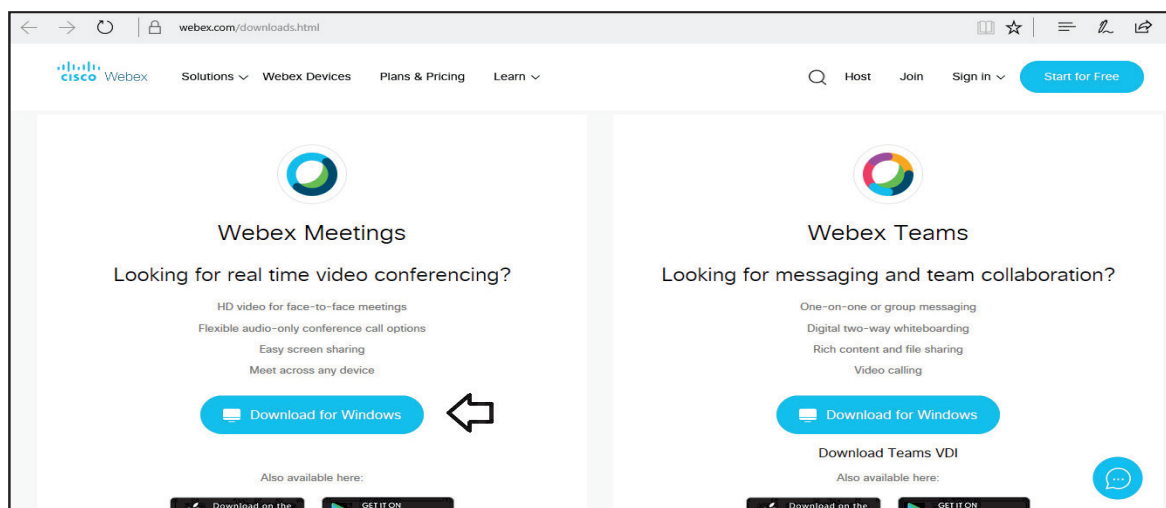
**InstaMeet Support Desk**  
**Link Intime India Private Limited**

## 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:

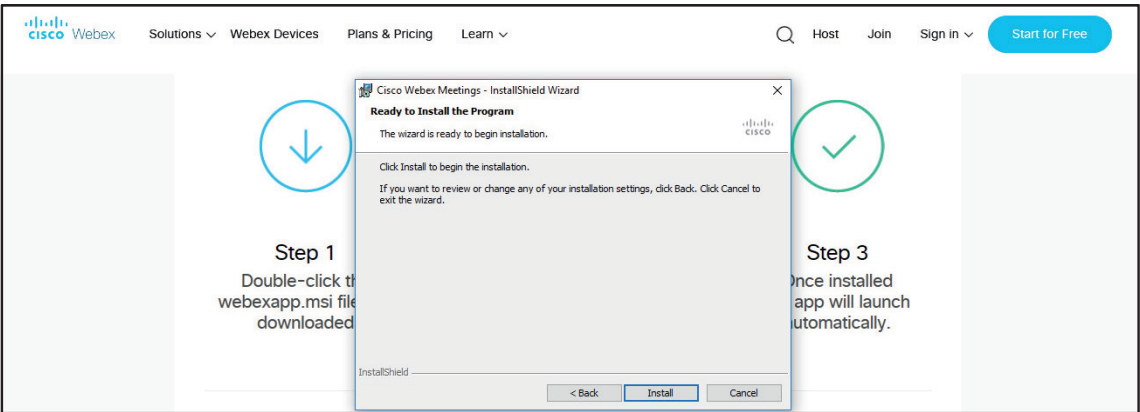
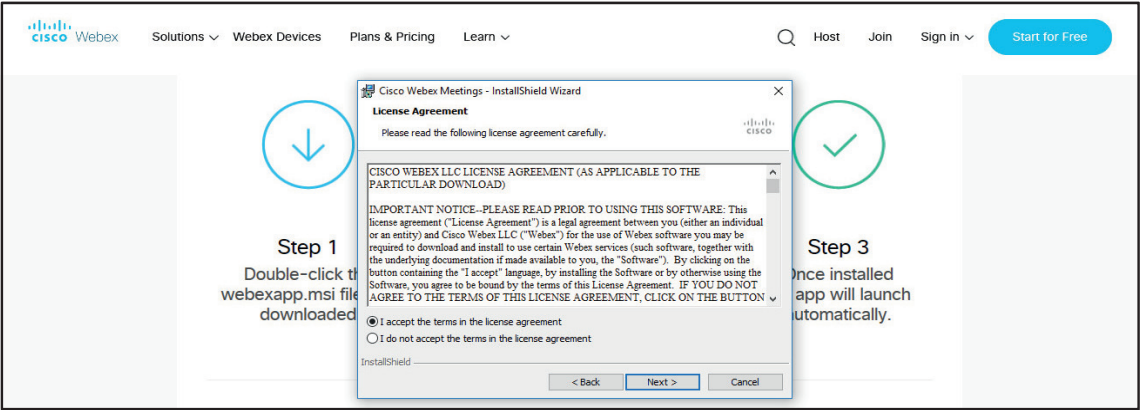
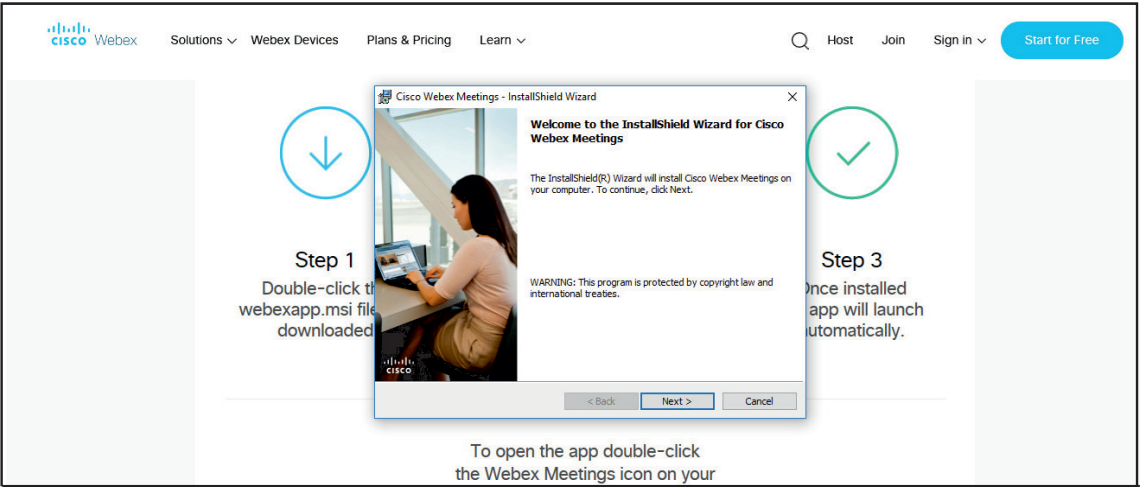
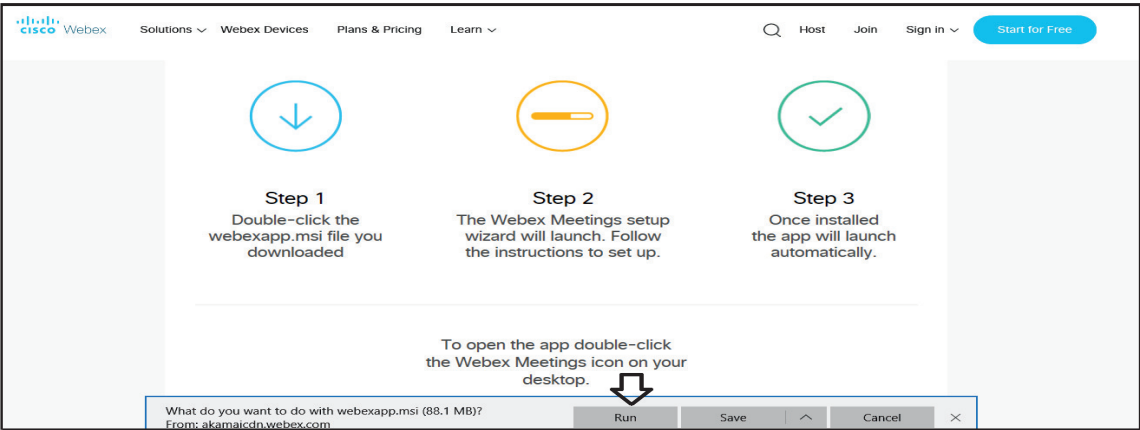
- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Notice to Members







or

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

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

The screenshot shows the Cisco Webex Event Information page. It includes fields for Event status, Date and time, Duration, and Description. There is a 'Join Event Now' button and a 'Join by browser' link. A red arrow points to the 'Join Event Now' button, and another red arrow points to the 'Join by browser' link. A red arrow also points to the 'First name' field, with a note 'Mention your First name, Last name and email address'.

### 33. Instructions for remote e-voting

**Please refer EVENT Number : 220185**

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 July 25, 2022 at 9:00 a.m. and ends on July 27, 2022 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on July 21, 2022 (cut-off date) may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

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 is given below:**

- Individual Shareholders holding securities in demat mode with NSDL
  - 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