Panasonic Cooking

Panasonic

33rd Annual Report 2020-21

MADE IN INDIA

NOW EXPORTING TO OVER 50 COUNTRIES

JAPAN QUALITY

PANASONIC QUALITY CONTROL WORLDWIDE UNCOMPROMISING

鮮 EXPERIENCE FRESH

The Goodness Of Steel In An Electric Cooker

STEELX

1st STAINLESS STEEL ELECTRIC COOKER MANUFACTURED IN INDIA

5 YEARS WARRANTY FOR HEATER

NEW ARRIVAL

Rice cooked using Conventional Cookers

Panasonic Stainless Steel Automatic Cooker produces rice that's longer & fluffier

SR-G18 (SUS)

1.8ℓ | COOKS UP TO 1 kg OF RICE | 5 HOURS KEEP WARM | MULTI COOKING

AUTOMATIC MULTI COOKER RANGE

ULTIMATE WET GRINDERS

ULTIMATE

MK-GW200 (White)

MK-SW200 (Black)

With Atta Kneader

MK-SW210 (Black)

MK-TSW200 (White)

120 Volts for US & Canada Usage

Service available in US by Inno Concepts
www.innoconcepts.com
Ph: 770-594-1815

Unique Spatula Slot | 3D ALPHA FLOW | Anti Slip HTD Belt | Extremely Durable Polycarbonate Transparent Lid

SMALL KITCHEN APPLIANCES

NB-H3801
Oven Toaster Grill

NB-H3203
Oven Toaster Grill

NTH-900
Oven Toaster

MK-GH1
Hand Mixer

MK-GB1
Bowl Mixer

NF-GW1
Sandwich Maker

Panasonic

SHAREHOLDERS' PRIVILEGE DISCOUNT COUPON

Dear Shareholders,

At the outset we would like to place on record our sincere gratitude to each one of you for the continued patronage and support extended to your Company during these difficult times. We are extremely happy to inform that your company had made a very good profit in the financial year ended March 31, 2021 and also wiped out entire accumulated losses as on the date. In order to conserve cash for company's operation, no dividend has been declared to the shareholders in this year.

Like in the earlier years, we are presenting you this Shareholders' privilege discount coupon to avail attractive discounts on the products mentioned in the overleaf. We are sure that our quality products and special offers will help strengthening our relationship further.

We strongly recommend you to avail this special price available exclusively to you as a shareholder of the Company and benefit from it. You could also gift this special privilege discount coupon to your near and dear after signing the form.

Looking forward to your kind co-operation and support in the future years.

With Warm Regards,

Ganesan Thiagarajan
Managing Director

I have read the details of the Scheme and I wish to avail this Special Privilege Discount Offer accordingly.

I am enclosing a Demand Draft No.....dated..... for ₹ ..... only Drawn in favour of **PANASONIC APPLIANCES INDIA COMPANY LIMITED** payable at Chennai. For on-line payment, please email your Order Form along with the below details to papin.secretary@in.panasonic.com to enable us to provide the company's bank account details to you.

NAME OF THE SHAREHOLDER .....

SIGNATURE OF THE SHAREHOLDER .....

Folio No. / D.P. Account No. .....

Please send the products as per details given over leaf.

Valid upto 30-06-2022

Name and Address to which delivery has to be made .....

.....

..... PIN..... Tel No.....

Panasonic Appliances India Company Limited

Registered Office: National Highway No.5, Sholavaram Village, Ponneri Taluk, Chennai 600067
Telephone No. : +91-44-26330133, Email: papin.secretary@in.panasonic.com

Shareholders' Coupon Price List / Order Form 2021-22

Description Of The Product	Model	MRP (₹)	Spl Price (₹)	Qty. (Nos.)	Amount (₹)
Automatic Cooker/Warmer, 2.8L, Keep Warm function	SR-G28	4395	3077		
Automatic Stainless Steel Cooker/Warmer, 1.8 L, Keep Warm function	SR-G18(SUS)	5495	4121		
Automatic Cooker/Warmer, 2.2L, Non-Stick Pan, Steamer, Keep Warm function	SR-Y22FHS	3945	2941		
Automatic Cooker/Warmer, 1.8L, Non-Stick Pan, Steamer, Keep Warm function	SR-Y18FHS(E)	3745	2804		
Automatic Cooker/Warmer, 2.2L + Double Steaming Basket	SR-WA22H(SS)	3595	2660		
Automatic Cooker/Warmer, 1.8L + Double Steaming Basket	SR-WA18H(SS)	3395	2546		
Gift Pack (Automatic Cooker/Warmer 1.8L with Steaming basket + Idli Stand +2 Dish Separator Pan)	SR-WA18GH(CMB)	4195	3141		
Automatic Cooker/Warmer, 2.2L, Keep Warm function	SR-WA22H(E)	3045	2274		
Automatic Cooker/Warmer, 1.8L, Keep Warm function	SR-WA18H(E)	2845	2134		
Automatic Cooker/Warmer, 1.0L, Keep Warm function	SR-WA10H(E)	2645	1904		
Automatic Cooker, 1.8L	SR-WA18(E)	2695	2008		
Automatic Cooker, 1.0L	SR-WA10	2199	1473		
Restaurant Cooker 4.2L	SR-942D(Silver)	6295	4716		
Restaurant Cooker 3.2L	SR-932D(Silver)	5695	4219		
Automatic Jar Cooker/Warmer, 2.2L, Keep Warm function + Extra Cooking Pan	SR-KA22A(R)	3595	2691		
Automatic Jar Cooker/Warmer, 1.8L, Keep Warm function + Extra Cooking Pan	SR-KA18A(R)	3395	2554		
Jumbo Cooker 7.2L	SR-972D	14495	10871		
Bachelor Cooker 0.6L	SR-G06	3095	2296		
Baby Cooker 0.3L	SR-3NA(T)	3195	2376		
750 W Super Mixer Grinder (3 Jar with Super Jar) Monster Series - White / Black	MX-AE375	8495	5522		
750 W Super Mixer Grinder (3 Jar with Super Jar) Monster Series - Blue	MX-AE375 BLUE	8795	5717		
750 W Super Mixer Grinder (3 Jar with Super Jar & Juice Extractor) Monster Series - Black	MX-AE390	8695	5652		
750 W Super Mixer Grinder (4 Jar with Super Jar & Juice Extractor) Monster Series - Black	MX-AE475 BLACK	9995	6497		
750 W Super Mixer Grinder (4 Jar with Super Jar & Juice Extractor) Monster Series - Red, Silver	MX-AE475	10295	6692		
600 W Super Mixer Grinder (3 Jar) Elements Series - Marble Silver / Marble Gold , Coral Blue , Topaz Yellow	MX-AV325	7495	4872		
600 W Super Mixer Grinder (4 Jar with Juice Extractor) Elements Series - Charcoal Black , Quartz Yellow	MX-AV425	8895	5782		
600 W Super Mixer Grinder (4 Jar with Juice Extractor) Elements Series - Rustic Red , Sunstone Orange	MX-AV425	9295	6042		
600 W Super Mixer Grinder (6 Jar with Juice Extractor) Elements Series - Rose Gold , Earthy Silver	MX-AV625	10995	7147		
550 W Super Mixer Grinder (3 Jar) White + Storage Container	MX-AC360	7195	4677		
550 W Super Mixer Grinder (4 Jar with Juice Extractor) Black + Storage Container	MX-AC460	8695	5652		
550 W Super Mixer Grinder (5 Jar with Juice Extractor & Multi Jar) Bronze + Storage Container	MX-AC560	9795	6367		
550 W Super Mixer Grinder (4 Jar with Juice Extractor) - Silver	MX-AC400 SLR	8995	5847		
550 W Super Mixer Grinder (3 Jar with Juice Extractor)	MX-AC350	7395	4807		
550 W Super Mixer Grinder (3 Jar) - Metallic Blue	MX-AC300SB	7595	4937		
550 W Super Mixer Grinder (3 Jar)	MX-AC300H	6995	4547		
550 W Super Mixer Grinder (3 Jar)Double Chutney Jar	MX-AC310	6695	4352		
550 W Super Mixer Grinder (2 Jar)	MX-AC220	6295	4092		
Oven Toaster	NT-H900KSM	3995	2996		
Sandwich Maker	NF-GW1WSM	3795	2846		
Oven Toaster Grill - 32 Lit Capacity	NB-H3203KSM	12990	9743		
Oven Toaster Grill - 38 Lit Capacity	NB-H3800SSM	14990	11243		
Hand Mixer	MK-GH1	3295	2471		
Bowl Mixer	MK-GB1	4195	3146		
Wet Grinder/2L	MK-GW200	8490	5943		
Wet Grinder/2L	MK-GW200(Black)	8990	6293		
Wet Grinder/2L/Timer	MK-SW200	9490	6643		
Wet Grinder/2L/Timer	MK-SW200(Black)	9990	6993		
Wet Grinder/2L/Timer/Atta Kneader	MK-SW210(Black)	10490	7343		
Wet Grinder/2L/Timer/120 Volts - For Use in USA and Canada	MK-TSW200	10990	8243		

Note:

- The Company offers shareholders Special Privilege Discount on the maximum retail price of the products
- These models are also available without this offer at Dealer outlets
- Shareholders can avail this offer for a maximum of 2 numbers of each model
- To avail this special offer directly from the Company, complete this coupon by providing all details and send it to the Company along with the demand draft payable at Chennai drawn in favour of Panasonic Appliances India Company Limited
- Photocopy of this discount coupon can be used for subsequent orders.

THIRTY THIRD ANNUAL REPORT 2020-21

Board of Directors
T. Ganesan, *Managing Director*
K. Subramanian, *Independent Director*
Ajit Gopal Nambiar, *Independent Director*
Masayuki Sasage, *Non-Executive Director*
Yoshiteru Oshima, *Additional Director*

Committee of the Board
Audit Committee
K. Subramanian, *Chairman*
Ajit Gopal Nambiar
T. Ganesan

Nomination and Remuneration Committee
K. Subramanian, *Chairman*
Ajit Gopal Nambiar
Masayuki Sasage

Stakeholders' Relationship Committee
K. Subramanian, *Chairman*
Ajit Gopal Nambiar
T. Ganesan

Corporate Social Responsibility Committee
K. Subramanian, *Chairman*
Ajit Gopal Nambiar
T. Ganesan

Chief Financial Officer and Company Secretary
Jayaprakash Kalappan

Registered Office and Factory
National Highway No. 5, Sholavaram Village
Ponneri Taluk, Chennai - 600067
Tel.: +91-44-26330133; Fax: +91-44-26330132
Email: papin.secretary@in.panasonic.com
Website: www.panasonicappliances.in

Corporate Identity No. (CIN)
U30007TN1988PLC016184

Statutory Auditors
B S R & Co. LLP, *Chartered Accountants*
KRM Tower, 1st & 2nd Floor
No. 1, Harrington Road
Chetpet, Chennai - 600031

Internal Auditors
Venkatesh & Co, *Chartered Accountants*
Sri Ranga, No. 151, Mambalam High Road
T. Nagar, Chennai - 600017

Secretarial Auditors
M. Alagar & Associates, *Company Secretaries*
No. 21-B, 1st Floor, ARK Colony, Eldams Road
Alwarpet, Chennai - 600018

Bankers
The Bank of Tokyo Mitsubishi UFJ Limited
Sumitomo Mitsui Banking Corporation
Citibank N.A.
HDFC Bank Limited
State Bank of India

Registrar & Share Transfer Agent
Integrated Registry Management Services Pvt. Ltd.
2nd Floor, "Kences Towers"
No. 1, Ramakrishna Street, North Usman Road
T.Nagar, Chennai - 600017
Email: srirams@integratedindia.in
Tel.: +91-44-28140812; Fax: +91-44-28142479

33rd Annual General Meeting
Date : Wednesday, December 29, 2021
Time : 10:00 am
Through Video conference/Other audio-visual means

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FINANCIAL HIGHLIGHTS - TEN YEARS AT A GLANCE

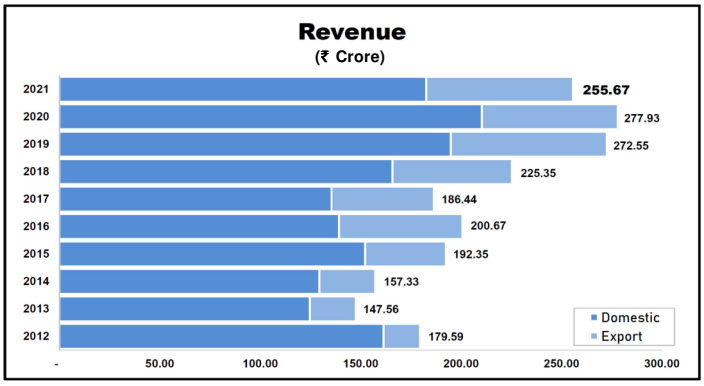
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31

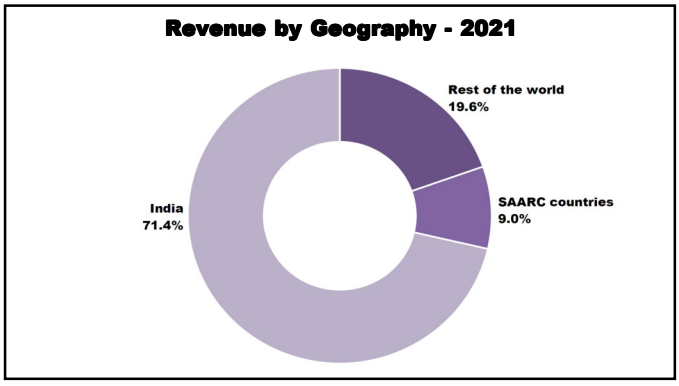
(₹ Crore)

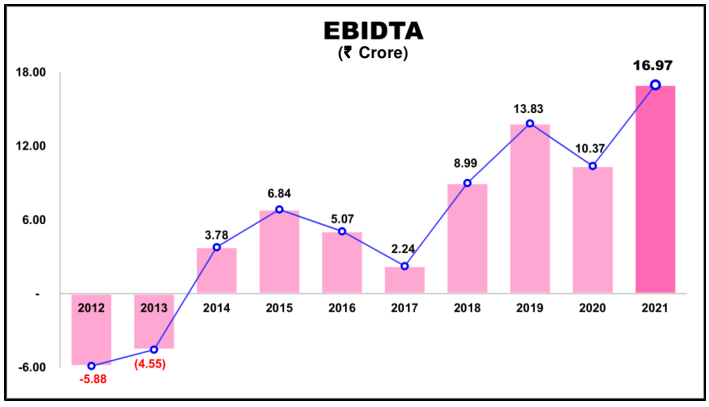
Particulars	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Revenue from sale of products	179.45	147.46	157.19	188.51	197.27	183.43	221.71	268.01	273.88	252.13
Other operating revenue	0.14	0.10	0.14	3.84	3.40	3.01	3.64	4.54	4.05	3.54
Revenue from operations	**179.59**	**147.56**	**157.33**	**192.35**	**200.67**	**186.44**	**225.35**	**272.55**	**277.93**	**255.67**
Other income	0.42	0.65	0.67	0.63	1.88	3.50	2.91	4.09	3.63	3.52
Total revenue	**180.01**	**148.21**	**158.00**	**192.98**	**202.55**	**189.94**	**228.26**	**276.64**	**281.56**	**259.19**
Profit before interest, depreciation and tax	(5.88)	(4.55)	3.78	6.84	5.07	2.24	8.99	13.83	10.37	16.97
Interest	3.68	3.41	3.83	2.87	2.42	3.36	3.02	1.66	1.19	1.04
Depreciation	3.18	3.48	3.39	3.70	4.00	5.03	5.76	5.16	5.51	5.31
Profit before tax	(12.74)	(11.44)	(3.44)	0.27	(1.35)	(6.15)	0.21	7.01	3.67	10.62
Tax expenses	0.03	(0.03)	(0.01)	(0.14)	(1.50)	0.48	0.00	0.00	0.00	0.03
Profit after tax	**(12.77)**	**(11.41)**	**(3.43)**	**0.41**	**0.15**	**(6.63)**	**0.21**	**7.01**	**3.67**	**10.59**
Basic earnings per share (₹)	(14.90)	(12.12)	(3.58)	0.42	0.15	(6.74)	0.22	5.83	2.89	8.35
Dividend per share (₹)	-	-	-	-	-	-	-	-	-	-

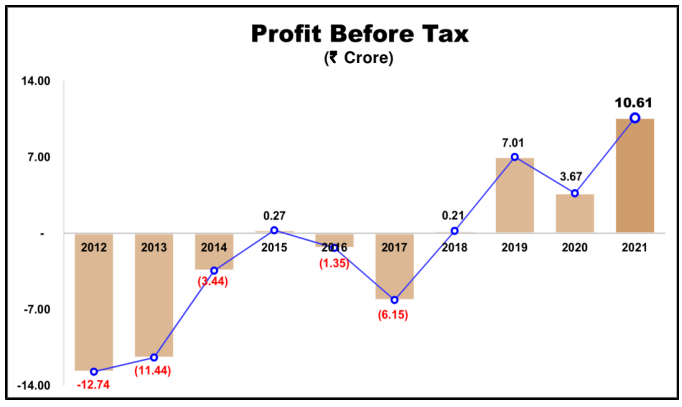
BALANCE SHEET AS AT MARCH 31

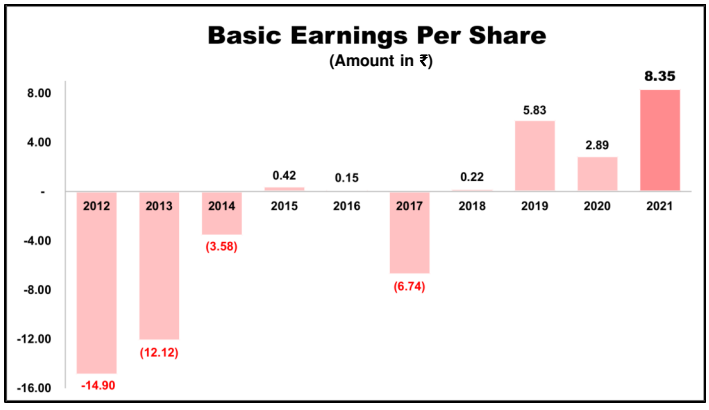
Particulars	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Assets										
Net Fixed assets	32.77	31.68	29.93	31.46	33.77	33.70	35.56	35.25	34.44	33.04
Other Non-current assets	1.97	1.71	1.50	1.72	1.57	1.03	0.89	0.95	1.73	3.99
Current assets	50.84	38.50	38.11	49.55	59.47	42.67	53.68	65.77	73.39	80.42
Total	**85.58**	**71.89**	**69.54**	**82.73**	**94.81**	**77.40**	**90.13**	**101.97**	**109.56**	**117.45**
Liabilities										
Share capital	8.57	9.54	9.83	9.83	9.83	9.83	9.83	12.68	12.68	12.68
Reserves and surplus	(1.77)	(1.99)	(2.10)	(2.11)	(1.96)	(8.58)	(8.37)	29.72	33.39	43.98
Non-current liabilities	13.02	7.80	3.21	9.87	9.52	4.94	5.36	1.82	4.14	2.63
Current liabilities	65.76	56.54	58.60	65.14	77.42	71.21	83.31	57.75	59.35	58.16
Total	**85.58**	**71.89**	**69.54**	**82.73**	**94.81**	**77.40**	**90.13**	**101.97**	**109.56**	**117.45**
Net worth	6.54	7.29	7.47	7.46	7.61	0.99	1.20	42.14	45.81	56.39
Debt equity ratio (no. of times)	2.49	1.04	0.23	0.98	1.46	6.33	4.05	0.00	0.07	0.06
Book value per share (₹)	7.93	7.91	7.86	7.85	8.00	1.27	1.48	33.45	36.34	44.70
Number of equity shares	8,570,000	9,543,000	9,832,000	9,832,000	9,832,000	9,832,000	9,832,000	12,676,712	12,676,712	12,676,712

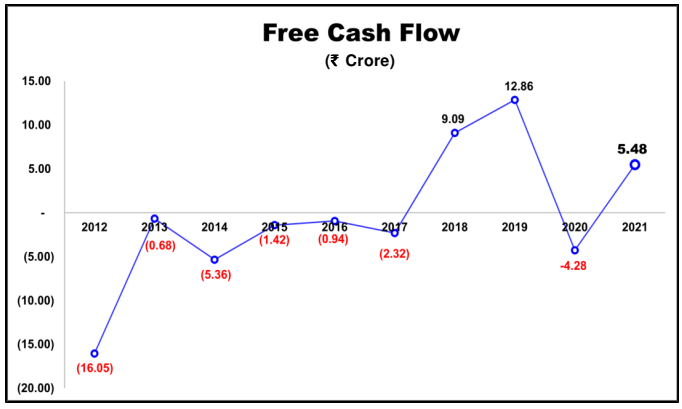

Revenue
(₹ Crore)
2021 255.67
2020 277.93
2019 272.55
2018 225.35
2017 186.44
2016 200.67
2015 192.35
2014 157.33
2013 147.56
2012 179.59
Domestic
Export
- 50.00 100.00 150.00 200.00 250.00 300.00

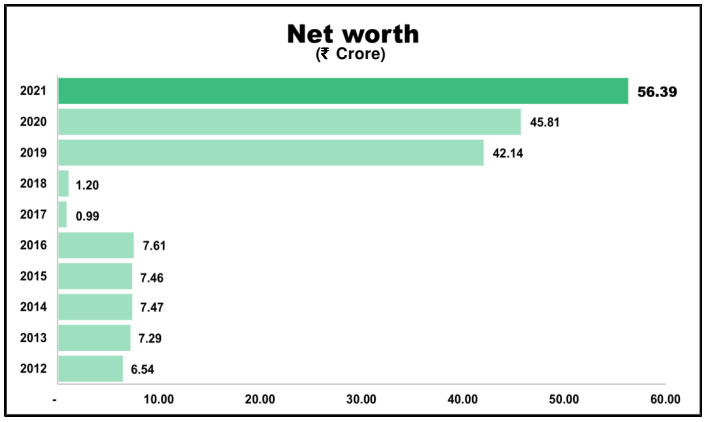

Revenue by Geography - 2021
Rest of the world 19.6%
SAARC countries 9.0%
India 71.4%

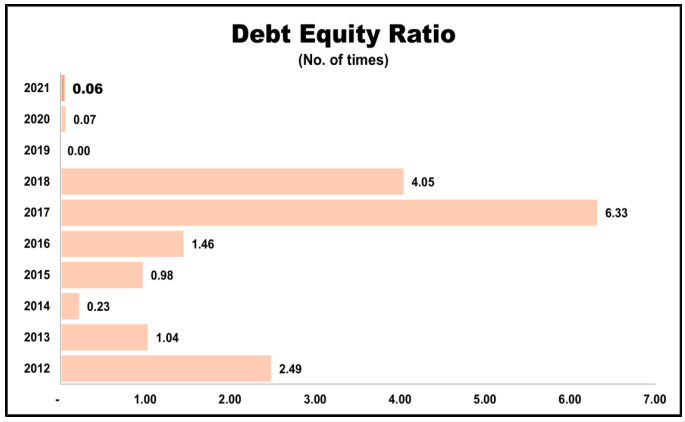

EBIDTA
(₹ Crore)
18.00 12.00 6.00 - -6.00
2012 -5.88
2013 (4.55)
2014 3.78
2015 6.84
2016 5.07
2017 2.24
2018 8.99
2019 13.83
2020 10.37
2021 16.97


Profit Before Tax
(₹ Crore)
14.00 7.00 - -7.00 -14.00
2012 -12.74
2013 (11.44)
2014 (3.44)
2015 0.27
2016 (1.35)
2017 (6.15)
2018 0.21
2019 7.01
2020 3.67
2021 10.61


Basic Earnings Per Share
(Amount in ₹)
8.00 4.00 - -4.00 -8.00 -12.00 -16.00
2012 -14.90
2013 (12.12)
2014 (3.58)
2015 0.42
2016 0.15
2017 (6.74)
2018 0.22
2019 5.83
2020 2.89
2021 8.35


Free Cash Flow
(₹ Crore)
15.00 10.00 5.00 - (5.00) (10.00) (15.00) (20.00)
2012 (16.05)
2013 (0.68)
2014 (5.36)
2015 (1.42)
2016 (0.94)
2017 (2.32)
2018 9.09
2019 12.86
2020 -4.28
2021 5.48


Net worth
(₹ Crore)
2021 56.39
2020 45.81
2019 42.14
2018 1.20
2017 0.99
2016 7.61
2015 7.46
2014 7.47
2013 7.29
2012 6.54
- 10.00 20.00 30.00 40.00 50.00 60.00


Debt Equity Ratio
(No. of times)
2021 0.06
2020 0.07
2019 0.00
2018 4.05
2017 6.33
2016 1.46
2015 0.98
2014 0.23
2013 1.04
2012 2.49
- 1.00 2.00 3.00 4.00 5.00 6.00 7.00

NOTICE OF THIRTY THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Third Annual General Meeting** of the Members of Panasonic Appliances India Company Limited (CIN: U30007TN1988PLC016184) will be held on Wednesday, December 29, 2021 at 10:00 am IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** the Audited Balance Sheet as at March 31, 2021, Profit and Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To appoint Mr. T. Ganesan (DIN: 08377223), Managing Director, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. T. Ganesan (DIN: 08377223), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **To approve the remuneration of Mr. T. Ganesan (DIN: 08377223), Managing Director and Key Managerial Personnel of the Company and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions, if any read with Schedule V of the Companies Act, 2013, (including any statutory modification or re-enactment thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules, if any, approval of the members of the Company be and hereby accorded the remuneration of Mr. T. Ganesan, as Managing Director and Key Managerial Personnel of the Company with effect from April 1, 2021 on the following terms of Remuneration.

   A. Salary:

   Monthly Salary range of ₹ 790,000 to ₹ 805,000 (including Provident fund, Leave encashment and Ex-gratia), as recommended by the Nomination and Remuneration Committee and Board of the Company.

   B. Perquisites:

   - The Managing Director shall entitle to use the company's car and all the expenses for maintenance and running of the same including salary of the driver to be borne by the company.
   - The Managing Director shall entitle to participate in gratuity fund.
   - Insurance for medical and hospitalization expenses of the Managing Director and his family in accordance with the company policy.

   RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its power, including the powers conferred by this resolution) be and is hereby authorized to decide the salary payable to Mr. T. Ganesan during his tenure as Managing Director of the Company based on the recommendation of Nomination and Remuneration Committee of the Board within the range mentioned above and also to alter and vary the terms and conditions of appointment and/or remuneration in accordance with the provisions of the Companies Act, 2013 read with Schedule V (including any statutory modification(s) or re-enactment thereof for the time being in force) or any amendments made thereto from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and other applicable rules, if any, the above remuneration be paid as minimum remuneration to Mr. T. Ganesan as Managing Director in the event of absence or inadequacy of profits in any financial year during the term of his office.

RESOLVED FURTHER THAT any one Director or Company Secretary, be and is hereby authorized to do all such acts, deed and things as may be considered necessary to give effect to the above said resolution."

4. **To appoint Mr. Yoshiteru Oshima (DIN: 09121165) as Non-Executive Director of the Company and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** Mr. Yoshiteru Oshima (DIN: 09121165) who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2021 in terms of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."

By Order of the Board of Directorsfor
Panasonic Appliances India Company Limited

Jayaprakash Kalappan
CFO & Company Secretary
FCS No.: 8009

Chennai, December 6, 2021

NOTES:

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") have permitted companies to conduct the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

2. The relevant details as required under Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India, in respect of director seeking re-appointment at this AGM is annexed.

3. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, **the facility for appointment of proxies by the members will not be available for the 33rd AGM** and hence the Proxy form Attendance slip and Route map are not annexed to this Notice.

4. Corporate Shareholders are required to send a scanned copy (pdf/jpg format) of its Board Resolution authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said certified true copy of Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.co.in.

5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual report 2020-21 will also be available on the Company's website www.panasonicappliances.in, and on the website of NSDL www.evoting.nsdl.com.

6. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company in case the shares are held by them in physical form.

7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote in the AGM.

8. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 33rd AGM through VC/OAVM Facility and e-Voting during the 33rd AGM.

9. Members may join the 33rd AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the members from 9:30 am. IST i.e. 30 minutes before the time scheduled to start the 33rd AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 33rd AGM.

10. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of atleast 1,000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit committee, Nomination and remuneration committee and Stakeholders relationship committee, Auditors, etc. can attend the 33rd AGM without any restriction on account of first-come-first-served principle.

11. Attendance of the members participating in the 33rd AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. All documents referred to in the Notice will be available for inspection in the Investor section of the website of the Company.

13. Members desirous of getting any information in respect of the content of the Annual report are requested to forward the same to the Company Secretary at papin.secretary@in.panasonic.com at least 10 days prior to the AGM so that required information can be made available.

14. The Register of members and Share transfer books of the Company will remain closed from December 17, 2021 to December 29, 2021 (both days inclusive). December 24, 2021 shall be the cut-off date as on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this Notice for information purpose only.

15. In accordance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rule, 2014, the Company is providing e-voting facility and the business may be transacted through the e-voting services provided by National Securities Depository Limited (NSDL).

16. The remote e-voting period commences on December 26, 2021 (9:00 a.m. IST) and ends on December 28, 2021 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on December 24, 2021 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by the NSDL for voting thereafter. Those members, who will be present in the AGM through VC/OAVM facility and have not cast 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 system during the AGM.

17. Any member, who has already exercised his/her vote through remote e-voting, may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

18. Under Section 124 read with Section 125 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

    The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years from 2008-11, as on the date of the 30th Annual General Meeting held on September 27, 2018 on the website of IEPF viz., www.iepf.gov.in and under "investor section" on the website of the Company viz., www.panasonicappliances.in. A separate reminder was also sent to those members having unclaimed dividends since 2008-11.

    The Company transferred the unclaimed dividends pertaining to the financial years 2008 to 2011 to the Investor Education and Protection Fund of the Central Government, pursuant to section 124 and 125 of the Companies Act, 2013.

Section 124(6) was notified on September 5, 2016 along with the relevant rules therein on September 5, 2016 which mandates that all shares in respect of which dividend is remaining unpaid or unclaimed by the shareholder for a continuous period of seven years shall be transferred by the Company to the Investor Education & Protection fund in the manner prescribed. In this regard the Company had sent reminders to these shareholders as prescribed in the rules. Subsequently, transfer of 943 eligible folios constituting 122071 shares to the IEPF account was done in March 2019 as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 issued on October 13, 2017. Shareholders can claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Demat Account through filing the e-form IEPF 5 and submitting the same along with relevant documents to the Company. Required instructions in this regard for claiming the shares are available on the website www.iepf.gov.in

19. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding/trading.

20. Member(s) can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to the Registrar and Share transfer agent of the Company, M/s. Integrated Registry Management Services Private Limited.

21. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned depository participants for receiving all communications including Annual report, Notices, Circulars, etc. from the Company electronically. Members who hold shares in physical form may register their email ID by informing the same to the Company or its Register and Share transfer agent.

22. Members holding shares in physical form are requested to notify/send the following information by quoting their folio number to the Registrar and Share transfer agent of the Company to facilitate better servicing:

- **i.** Any change in their address/mandate/bank details;
- **ii.** Particulars of the bank account, in case the same have not been furnished earlier;
- **iii.** Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account;
- **iv.** Phone No., Fax No., and Email ID etc. for speedy disposal of complaints/requests on various issues.

Procedure and manner of e-voting

a) In case a member receives an email from NSDL [(for members whose email ids are registered with the Company/Depository Participant(s)]

- **i.** Open email and open PDF file viz: "Panasonic Appliances e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password provided in pdf is an 'Initial Password'.
- **ii.** Log on to the e-voting website by typing the following URL: www.evoting.nsdl.com/ either on a personal computer or on a mobile. Shareholders also can download NSDL mobile app "NSDL Speede" for seamless voting experience
- **iii.** Click on Shareholder - Login
- **iv.** Type User ID and password as initial password/PIN noted in step (i) above. Click Login.
- **v.** Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- **vi.** Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- **vii.** Select "EVEN" of Panasonic Appliances India Company Limited

viii. Cast vote page for e-voting opens

ix. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted

x. Upon confirmation, the message "Vote cast successfully" will be displayed

xi. Once you have voted on the resolution, you will not be allowed to modify your vote

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf/jpg format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.co.in.

A. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant (s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (e-Voting Event Number)	**USER ID**	**PASSWORD/PIN**

(ii) Please follow all steps from Sl. No (ii) to Sl. No. (xii) above, to cast vote.

General Instructions

a) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password/PIN for casting your vote.

b) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of December 24, 2021.

c) 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 or casting vote through e-Voting system during the meeting.

d) In case a person has become the member of the Company after the dispatch of Notice but on or before the cut-off date may write to the Company or its Registrar and Share transfer agents requesting for the User ID and Password.

e) The Board of Directors has appointed M/s. M. Alagar and Associates, Practicing Company Secretaries (Firm Registration No. P2011TN078800), as the Scrutinizer for scrutinizing the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

f) During the 33rd AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 33rd AGM, formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 33rd AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 33rd AGM.

g) The Scrutinizer shall after the conclusion of e-Voting at the 33rd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report and submit the same to the Chairman of the meeting. The results declared along with the Scrutinizer's report shall be placed on the website of the Company www.panasonicappliances.in and on the NSDL website www.evoting.nsdl.com

h) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. December 29, 2021.

i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the 'downloads' section of www.evoting.nsdl.com. You can also contact NSDL via e-mail at evoting@nsdl.co.in.

By Order of the Board of Directorsfor
Panasonic Appliances India Company Limited

Jayaprakash Kalappan
CFO & Company Secretary
FCS No.: 8009

Chennai, December 6, 2021

ANNEXURE TO NOTICE

Explanatory Statement as per section 102 of the Companies Act, 2013

Item No. 2

Details of director seeking re-appointment at the Annual General Meeting

Name of the director	Mr. T. Ganesan
Age	55 years
Qualifications	Mechanical Engineer and Master in Business Administration (Marketing & Operation) from University of Madras
Expertise in specific functional areas	Manufacturing, Engineering and R&D
Date of first appointment on the Board	April 1, 2019
Remuneration last drawn, if any	₹ 730,000 per month
Number of shares held in the company	1 (One)
Relationship with other directors, managers and key managerial personnel of the company	None
No. of meetings of the Board attended during the year	10
Directorships held in other companies	None
Membership/Chairmanship of committees of other Boards	None

Item No. 3

The Nomination and Remuneration Committee and the Board of Directors of the Company had approved the remuneration of Mr. T. Ganesan, as Managing Director and Key Managerial Personnel of the Company at their meetings held on April 19, 2021, subject to the approval of the members as detailed in the resolution.

Pursuant to Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, payment of remuneration to managerial personnel in the case of a Company having no profit or inadequate profit is linked to the effective capital of the Company. The limit of yearly remuneration payable by a Company in the scenario of no profit or inadequate profits as follows:

Where the effective capital is	Limit of yearly remuneration payable shall not exceed (₹)
Negative or less than ₹ 5 crore	60 lakh
₹ 5 crore and above but less than ₹ 100 crore	84 lakh
₹ 100 crore and above but less than ₹ 250 crore	120 lakh
₹ 250 crore and above	120 lakh *plus* 0.01% of the effective capital in excess of ₹ 250 crore:

Provided that the remuneration in excess of above limit may be paid if the resolution passed by the shareholders is a Special Resolution. The aforesaid provision is applicable only if the following conditions are fulfilled.

a. Payment of said minimum remuneration is approved by the Nomination and Remuneration Committee and the Board of Directors.

b. the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.

c. A Ordinary/Special Resolution as the case may be, is passed at the General Meeting of the Company for payment of remuneration for a period not exceeding three years.

d. A statement containing the specified information along with the notice calling the General Meeting is furnished to the shareholders.

The Company has complied with the stipulated conditions.

Statement pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 for payment of remuneration to Mr. T. Ganesan as Managing Director

I. GENERAL INFORMATION

1	Nature of Industry	Consumer Durables
2	Date of Commencement of Commercial Production	October 1, 1990
3	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Existing Company
4	Financial Performance	**For the year ended March 31, 2021** (₹ Crore) Income from operations 255.67 Profit before tax 10.62 Profit after tax 10.59 **As on March 31, 2021** (₹ Crore) Paid up share capital 12.67 Reserves & surplus 43.98 Long-term loans 3.50 **Total 60.15** Investments - Preliminary expenses - (to the extent not written off) **Effective capital as on March 31, 2021 60.15**
5	Export performance and Net Foreign Exchange Collaborations	Earnings in foreign exchange on account of exports sales received from the collaborator/associate companies was ₹ 49.05 crore for the year ended March 31, 2021
6	Foreign investments or Collaborations, if any	The Company has executed the Technical assistance agreement and Brand license agreement with Panasonic Corporation, Japan. As on March 31, 2021 foreign investment in paid up share capital of the company is 95.43%.

II. INFORMATION ABOUT THE DIRECTOR

1	Background details	Mr. T. Ganesan is a Mechanical Engineer and Master in Business Administration (Marketing and Operations) from the University of Madras. He has an illustrious career spanning over three decades in the home appliances manufacturing industry with wide area of experience and knowledge in manufacturing engineering and R & D.
2	Past Remuneration	₹ 730,000 per month
3	Recognition or awards	Not Applicable
4	Job Profile and his suitability	Mr. T. Ganesan is entrusted with substantial powers of management and responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company.
5	Remuneration proposed	Monthly Salary range ₹ 790,000 to ₹ 805,000 (including Provident fund, Leave encashment and Ex-gratia) *plus* perquisites as per the details given in the proposed resolution.

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Not Applicable
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person if any	NIL, except to the extent to remuneration proposed to be paid

III. OTHER INFORMATION

1	Reasons for loss or inadequate profits	As on March 31, 2021 the company recorded a profit of ₹ 10.59 crore. The main reasons for the inadequacy of profit are mainly due to a host of factors and impact of COVID-19 and intense competition from cheap Chinese made cookers.
2	Steps taken for improvement	Company is taking steps to streamline its business to increase productivity and make it products more competitive in the market by introducing the new models. Steps are also taken to increase the export business.
3	Expected increase in productivity and profits in measurable terms	The Company expects that barring unforeseen circumstances, improvement in business environment coupled with the measures being taken to enhance revenue and reduce costs would enable the company to make its business more viable and bring it more profitability.

The Board recommend passing the Ordinary Resolution set out in Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. T. Ganesan, concerned or interested in Item No. 3 of the Notice.

The Remuneration proposed to be paid to Mr. T. Ganesan is within the limits of minimum remuneration that can be paid as per the provisions of Schedule V read with section 197(3) of the Act. The remuneration of Mr. T. Ganesan as Managing Director of the Company approved by the Board of Directors is subject to the approval of shareholders by way of an ordinary resolution in terms of the provisions of the Companies Act, 2013.

Item No. 4

At the Board meeting held on March 31, 2021 Mr. Yoshiteru Oshima was appointed as an Additional Director under the Articles of Association of the Company and pursuant to section 161 of the Companies Act, 2013. Mr. Yoshiteru Oshima will hold office only upto the date of this Annual General Meeting and he offers himself for reappointment. The Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing Mr. Yoshiteru Oshima as a Director liable to retire by rotation and has been recommended by the Nomination and Remuneration Committee and Board of Directors for appointment. His qualification and experience are detailed under the heading “Information about the Directors to be appointed/re-appointed”, which forms part of this Notice. Mr. Yoshiteru Oshima represents the Promoter Director on the Board. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

PROFILE OF DIRECTOR

A brief profile of the Director who is proposed to be appointed:

Mr. YOSHITERU OSHIMA

Mr. Yoshiteru Oshima, aged 52 years, is a Graduate from Ritsumeikan University, Japan. He started his career with M/s. Panasonic Co. Ltd. Japan in April 1, 1992. Mr. Yoshiteru Oshima is currently held the position of General Manager, Corporate Planning, Kitchen Appliances Business Division of M/s. Panasonic Corporation since April 1, 2020.

Mr. Yoshiteru Oshima does not hold any other directorship or committee membership in other companies. He does not hold any share in the Company.

None of the Directors and Key Managerial Personnel (KMP) of the Company except Mr. Yoshiteru Oshima, being the appointee and Mr. Masayuki Sasage being the representative of Panasonic Corporation is interested in this resolution. The Board recommends passing of the Resolution set out Item no. 4 of the Notice convening the meeting.

Accordingly, the matter is placed before the Members for their approval at this Annual General Meeting.

By Order of the Board of Directors
for **Panasonic Appliances India Company Limited**

Jayaprakash Kalappan
CFO & Company Secretary
FCS No.: 8009

Chennai, December 6, 2021

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty Third Annual Report together with the Company's Audited Financial Statements for the financial year ended March 31, 2021.

FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review along with previous year's figures is given hereunder.

(₹ Crores)

Particulars	Current year [2020 - 2021]	Previous year [2019 - 2020]
Sale of products	252.13	273.88
Other operating revenue (scrap sales)	3.54	4.05
Revenue from operations	**255.67**	**277.93**
Other income	3.52	3.63
Total income	**259.19**	**281.56**
Expenses		
Operating expenditure	242.22	271.19
Depreciation and amortization	5.31	5.51
Total expenses	**247.53**	**276.70**
Profit before Finance costs and tax	**11.66**	**4.86**
Finance costs	1.04	1.19
Profit before tax (PBT)	**10.62**	**3.67**
Tax expenses	0.03	-
Profit after tax for the year	**10.59**	**3.67**

REVIEW OF PERFORMANCE

During the year under review, your Company has reported the net revenue from operations of ₹ 255.67 crore in the current year as against ₹ 277.93 crore in the previous year. The Company performance was affected by the outbreak of covid-19 for almost all the months. As per the order of the Government, the factory operation was fully shut-down for more than 45 days in the first quarter of the financial year. The Company had originally planned for the sale of ₹ 314.64 crore for the financial year, but could achieve only ₹ 252.13 crore due to the pandemic and other natural calamities. In-spite of such unprecedented events, your Company could achieve the highest profit since inception of the company. It has achieved a profit of ₹ 10.59 crore in the current year as against ₹ 3.67 crore in the previous year.

During the year, your Company had wiped out entire accumulated losses, which had been incurred in the earlier financial years and ended up with the net surplus of ₹ 5.40 crore in the books as on March 31, 2021. Though many restrictions and challenges faced by Covid-19 across all territories for the movement of materials, men and machines, which abnormally impacted the factory operation and business very large, still your company could collect all receivables from customers except for a little delay, but without any bad-debts. The company could also honor all the payments to its suppliers and vendors on-time.

The increased focus on cost reduction measures at its manufacturing facility, office and branches with special emphasis on reducing input costs and overhead expenses helped the Company to improve its financial performance during the financial year.

Considering that, the overall consumer sentiment and business confidence which prevailed during the financial year 2020-21 was not conducive due to a host of factors and impact of COVID-19, the fact that your Company was able to achieve the good sales in the current year with highest profit shows a sign of revival. The management of the Company strongly believes that the strategic initiatives which were implemented during the previous financial years are far-reaching and will definitely materialize in the long-term and deliver a sustainable and profitable growth.

EXTENSION OF TIME FOR CONDUCTING ANNUAL GENERAL MEETING

Ministry of Corporate Affairs vide their Official Memorandum dated September 23, 2021 has granted 2 months extension upto November 30, 2021 to conduct the Annual General Meeting of the Company across the country. In view of conducting

the process audit specifically for improving system and process in the Company by a third-party consultant, the Company received the Report from the third party at the end of November 2021. The Statutory auditor of the Company was awaiting to receive their Report before issuing the Statutory report of the Company. Therefore, your Company sought and obtained extension of time for the purpose of holding AGM by one month till December 31, 2021. The Registrar of Companies, Chennai, Tamil Nadu accorded their approval vide order dated November 16, 2021.

COVID-19

The Company has experienced the full impact of lockdowns induced by the spread of Covid-19 to pandemic levels during the year. The nationwide lockdown which started from March 17, 2020 resulted an impact on revenue of the company for about 20% of the planned sales. Review of the business plan based on the real-time scenarios were put in place and is being closely monitored by the Board with timely and relevant information on every month. The company gradually opened its factory operation within the limits approved by the Local municipalities, States and Central Government. The company however scaled up production to match the export demand which evolved during the relaxation period.

The Company adopted the work from home policy during the entire duration of the lockdown wherever possible. All the necessary arrangements were made for employees to work from home to ensure the essential activities were not interrupted. As per the protocol defined by the Government, the factory operations were also resumed with 50% permissible occupancy after obtaining the necessary approvals from the local municipalities during certain period of lockdown.

The Company also ensured the safety, social distancing and sanitizing norms, which include:

- Standard Operating Procedures for restarting the factory operations
- Thermal screening with social distancing
- Disinfection activities at inside and outside factory and non-touch sanitizers are placed
- 12 pages employees' health & safety manuals (with regional language) are distributed to all employees
- Work from home recommended for non-production employees
- Regular update of the health of all the employees and their families
- A policy was created to treat the covid affected employees and regular monitoring

DIVIDEND

In order to conserve cash for the Company's operations, your directors do not recommend any dividend for the year under review.

SHARE CAPITAL

During the year, there was no change in the Authorized share capital of the Company. As on March 31, 2021 the Authorized share capital of the Company is ¹ 130,000,000 (Rupees Thirteen crore) divided into 13,000,000 (One crore and thirty lakh) equity shares of ¹ 10 (Rupees Ten) each.

As on March 31, 2021 the Paid-up share capital of the Company is ¹ 126,767,120 (Rupees Twelve crore sixty seven lakh sixty seven thousand one hundred and twenty) divided into 12,676,712 (One crore twenty six lakh seventy six thousand seven hundred and twelve) equity shares of ¹ 10 (Rupees Ten) each.

TRANSFERS TO RESERVES

During the financial year, the Company did not transfer any amount to the General reserve. The total amount of General reserve as on March 31, 2021 was ¹ 354,194; being the same as reported in the previous year.

SUBSIDIARIES, ASSOCIATES AND JOIN VENTURE COMPANIES

The Company does not have any subsidiary or joint venture or associate company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL DURING THE YEAR

In accordance with the provisions of The Companies Act, 2013, Mr. T. Ganesan (DIN: 08377223) will retire by rotation at the forthcoming Annual General Meeting and he is eligible for re-appointment.

- **APPOINTMENT:**

  Mr. Yoshiteru Oshima (DIN: 09121165) was appointed as Additional Director by the Board of Directors on their meeting held on March 31, 2021 with effect from April 1, 2021.

- **RESIGNATION:**

  Mr. Ken Nakayama (DIN: 08377188), resigned from the position of Director with effect from April 1, 2021.

BOARD MEETINGS

The Board functions as a full Board and meets at regular intervals to decide on the Company/business policy and strategy apart from other Board businesses. The meetings of the Board of Directors are normally held at Chennai. Meetings are scheduled well in advance and after serving adequate notice. The Board meets at least once in a quarter to review the quarterly performance and the financial results. The Agenda for the Board/Committee Meetings along with explanatory notes is set by the Company Secretary in consultation with the Managing Director of the Company and circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. The Members of the Board are also free to recommend inclusion of any matter in the agenda for discussion.

Ten Board Meetings were held during the financial year ended March 31, 2021 as against the minimum requirement of four meetings and the gap between two meetings was within the period prescribed under the Companies Act, 2013. The dates on which the said meetings were held on May 8, 2020; June 8, 2020; June 24, 2020; August 10, 2020; September 30, 2020; November 12, 2020; January 27, 2021; February 24, 2021; February 25, 2021 and March 31, 2021.

The Last Annual General Meeting of the Company was held on September 25, 2020.

Table 1: Composition, Attendance at Board meetings and last Annual General Meeting (AGM) and details of memberships of Directors in other Boards and Board Committees

Name of the Director	Designation and Category	Number of Meetings		Attendance at the last AGM
		Held	Attended	
Mr. K. Subramanian	Chairperson; Director; Non-Executive; Independent	10	10	Yes
Mr. T. Ganesan	Managing Director; Executive	10	10	Yes
Mr. Ken Nakayama	Director; Non-Executive; Non-Independent*	10	10	Yes
Mr. Ajit Gopal Nambiar	Director; Non-Executive; Independent	10	10	Yes
Mr. Masayuki Sasage	Director; Non-Executive;Non-Independent	10	4	No

** Resigned as Executive Director with effect from December 1, 2020*

COMMITTEE OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review. The Board has currently established the following statutory and non-statutory Committees.

AUDIT COMMITTEE

The Audit Committee of the Board is constituted in accordance with the applicable provisions of the Companies Act, 2013.

TERMS OF REFERENCE

1) Overseeing the Company's financial reporting process and disclosure of its financial information.
2) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment of any other services.
3) Discussion with the external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
4) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Director's report
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report

5) Reviewing with the management, the quarterly and half-yearly financial statements before submission to the Board for approval.
6) Reviewing with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems.
7) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
8) Discussion with internal auditors of any significant findings and follow up there on.
9) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
12) Reviewing the functioning of the whistle blower mechanism.
13) Review of management discussion and analysis of financial condition and results of operations, statements of significant related party transactions submitted by management, management letters/letters of internal control weaknesses issued by the statutory auditors, internal audit reports relating to internal control weaknesses, and the appointment, removal and terms of remuneration of the Internal auditors.
14) Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

COMPOSITION

The Company's Audit Committee for the financial year 2020-21 comprised of two Independent Directors and one Executive Director. The Chairperson of the Committee is an Independent Director. All the members of the Audit Committee are financially literate with knowledge in accounts and having financial management expertise.

The Audit Committee invites such number of the executives as it considers appropriate, particularly senior officers from the finance and accounts department, representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.

MEETINGS AND ATTENDANCE

During the financial year ended March 31, 2021 Seven Audit Committee Meetings were held on May 8, 2020; June 24, 2020; August 10, 2020; September 30, 2020; November 12, 2020; February 25, 2021 and March 31, 2021.The necessary quorum was present for all the meetings.

Table 2: The details of the Composition of the Committee, Names of Members and Chairperson and attendance at its Meetings are as follows:

Name of the Director	Category	Number of Meetings	
		Held	Attended
Mr. K. Subramanian	Chairperson; Non-Executive; Independent	7	7
Mr. Ajit Gopal Nambiar	Member; Non-Executive; Independent	7	7
Mr. T. Ganesan	Member; Executive; Non-Independent	7	7

NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted a Nomination and Remuneration Committee in accordance with the requirements specified under Section 178 of the Companies Act, 2013.

TERMS OF REFERENCE

The broad terms of reference of the Remuneration Committee are as under

1) To identify persons who qualify to become the directors and who may be appointed in senior management in accordance with the criteria laid down
2) To recommend to the Board their appointment and removal
3) To evaluate the performance of every Director
4) To formulate the criteria for determining the qualifications, positive attributes and independence of the directors
5) Recommend to the Board a policy, relating to the remuneration for the Directors, Key Management Personnel and other employees

COMPOSITION

The Company's Remuneration Committee for the financial year 2020-21 comprised of two Independent Directors and one Non-Executive Director. The Chairperson of the Committee is an Independent Director.

MEETINGS AND ATTENDANCE

During the financial year ended March 31, 2021, Two Nomination and Remuneration Committee Meetings were held on August 10, 2020 March 31, 2021. The necessary quorum was present for all the meetings.

Table 3: The details of the Composition of the Committee, Names of Members and Chairperson and attendance at its Meetings are as follows

Name of the Director	Category	Number of Meetings	
		Held	Attended
Mr. K. Subramanian	Chairperson; Non-Executive; Independent	2	2
Mr. Ajit Gopal Nambiar	Member; Non-Executive; Independent	2	2
Mr. Masayuki Sasage	Member; Non-Executive; Non-Independent	2	1

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee in accordance with the requirements specified under Section 135 of the Companies Act, 2013.

TERMS OF REFERENCE

The broad terms of reference of the Corporate Social Responsibility Committee are as under

1) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013
2) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company
3) To monitor the CSR policy of the Company from time to time
4) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time

COMPOSITION

The Company's Corporate Social Responsibility Committee for the financial year 2020-21 comprised of One Independent Director and two Executive Directors. The Chairperson of the Committee is an Independent Director.

MEETINGS AND ATTENDANCE

During the financial year ended March 31, 2021, One Corporate Social Responsibility Committee Meeting was held on June 24, 2020. The necessary quorum was present for all the meetings.

Table 4: The details of the Composition of the Committee, Names of Members and Chairperson and attendance at its Meetings are as follows:

Name of the Director	Category	Number of Meetings	
		Held	Attended
Mr. K. Subramanian	Chairperson; Non-Executive; Independent	1	1
Mr. T. Ganesan	Member; Executive; Non-Independent	1	1
Mr. Ken Nakayama	Member; Non-Executive; Non-Independent*	1	1

** Resigned as Executive Director with effect from December 1, 2020*

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has constituted a Stakeholders Relationship Committee in accordance with the requirements specified under Section 178 of the Companies Act, 2013.

TERMS OF REFERENCE

The broad terms of reference of the Stakeholders Relationship Committee are as under

1) To oversee and review all matters connected with the transfer of the Company's securities (physical and demat), non-receipt of annual reports, non-receipt of declared dividend, etc.,
2) To approve issue of the Company's duplicate share certificates
3) To monitor redressal of investors'/shareholders'/security holders' grievance and reviewing any other related matter which the Committee may deem fit in the circumstances of the case including the following:
   - change of name(s) of the members on share certificates
   - consolidate share certificates
   - delete name(s) from the share certificates
   - dematerialise and rematerialise shares
   - issue of duplicate share certificates
   - replacement of shares
   - split-up of shares
   - transfer and transmission of shares
   - transpose of shares
4) To oversee the performance of the company's registrars and transfer agents
5) To recommend methods to upgrade the standard of services to investors
6) To monitor implementation of the company's code of conduct for prohibition of insider trading
7) Any other matter as the Stakeholders Relationship Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time

COMPOSITION

The Company's Stakeholders Relationship Committee for the financial year 2020-21 comprised of Two Independent Directors and One Executive Director. The Chairperson of the Committee is an Independent Director.

MEETINGS AND ATTENDANCE

During the financial year ended March 31, 2021, One Stakeholders Relationship Committee Meeting was held October 19, 2020. The necessary quorum was present for all the meetings.

Table 5: The details of the Composition of the Committee, Names of Members and Chairperson and attendance at its Meetings are as follows:

Name of the Director	Category	Number of Meetings	
		Held	Attended
Mr. K. Subramanian	Chairperson; Non-Executive; Independent	1	1
Mr. Ajit Gopal Nambiar	Member; Non-Executive; Independent	1	1
Mr. T. Ganesan	Member; Executive; Non-Independent	1	1

BOARD EVALUATION

The Nomination and Remuneration Committee in their meetings held on August 10, 2020 and March 31, 2021 evaluated the performance of the Board, that of its committees and individual directors including Independent Directors. No Director participated in his own evaluation.

The Independent Directors reviewed the performance of the Non-Independent Directors, and the Board at a separate meeting of Independent Directors held on January 20, 2021. The Board of Directors were evaluated on various criteria including attendance, participation in board meetings, their involvement by way of providing advice, guidance, suggestions on the business front and the willingness and commitment to devote their extensive time necessary to fulfill their duties.

The Independent Directors were also evaluated based on the performance, professional conduct, roles and duties as specified in Schedule IV to the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub-section (3) of Section 134 of The Companies Act, 2013 as amended from time to time, the board of directors hereby confirm that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) 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 at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) 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.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to Section 149(7) of the Companies Act, 2013, all the Independent Directors have given declaration that they meet the criteria of independence as set out in Section 149(6).

POLICY ON DIRECTORS'/KMPs' APPOINTMENT AND REMUNERATION

Policy on appointment and removal of Directors, KMPs and Senior Management and their Remuneration attached herewith as **"ANNEXURE 1"**, shall act as a guideline for determining qualifications, positive attributes, independence of a Director and matter relating to the appointment and removal of Directors.

The remuneration policy of the Company was formulated considering the following factors:

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

AUDITORS

1) STATUTORY AUDITORS

M/s. B S R & Co. LLP. (Firm Registration No.: 101248W/W-100022), Chartered Accountants, Chennai, Statutory auditors of the Company were re-appointed at the 32nd Annual General Meeting held on September 25, 2020 to hold their office. A necessary certificate under Section 139(1) of the Companies Act, 2013 has been received from them.

2) INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions of the Act, the Company had appointed M/s. Venkatesh & Co. (Firm Registration No.: 004636S) Chartered Accountants, Chennai as Internal auditors of the Company for the financial year 2020-21.

3) SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. M. Alagar & Associates (Firm Registration No.: P2011TN078800), a firm of Company Secretaries in Practice, Chennai to undertake the secretarial audit of the Company for the financial year 2020-21. The Secretarial Audit Report does not contain any reservation or adverse remark for the year under review.

The Report on the Secretarial Audit is annexed herewith as **"ANNEXURE 2"**.

AUDIT REPORT

The Statutory Auditors Report on Financial Statements for the financial year ended March 31, 2021 contains no qualification.

INTERNAL FINANCIAL CONTROLS

The Company is in compliance with the requirements of The Companies Act, 2013 with regard to the Internal Financial Controls which embraces adherence to Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of financial information.

During the year, based on the management's commitment towards continuous improvement of the business and operational efficiency, and strengthening of internal controls, the management initiated an examination and assessment of marketing and procurement expenditure by engaging an independent external expert. The report of the independent external expert did not explicitly identify the occurrence of any financial irregularities.

Further, the Statutory Auditors in their Report on Internal control has observed the below material weakness, without qualifying their opinion on the financial statements for the financial year ended March 31, 2021.

a) The Company did not have an appropriate internal control system surrounding pricing for purchase of materials and molding parts, and vendor evaluation at frequent intervals which could potentially result in financial losses.

b) The Company did not have an appropriate internal control system for marketing schemes to be applied to each customer, factors considered for its basis and business case which could potentially result in inappropriate benefits given to specific customers.

c) The Company did not have an appropriate internal control system for daily attendance tracking of sales field manpower supplied by vendors for marketing and sales incentives paid to them which could potentially result in excessive payments being made to such vendors.

The management has evaluated the implications of the hereinabove mentioned observations in the Auditor's report and concluded that there are no material misstatements in the financial statements of the current or past years in this regard. Further the management is in the process of strengthening these controls related to the aforesaid processes.

RISK MANAGEMENT

The Board of Directors of the Company has implemented the risk management policy and delegated the power to the Audit Committee to monitor the risk management plan for the Company and to report to the Board of Directors. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Board of Directors is of the opinion that there were no major risks that may threaten the existence of the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETING

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meeting and General Meetings.

DEPOSITS/LOANS & ADVANCES, GUARANTEES OR INVESTMENTS

Your Company has not accepted any deposits during the year under review. There were no loans/advances, guarantees and investments given under Section 186 of The Companies Act, 2013 during the year under review.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS UNDER SECTION 143(12)

Pursuant to Section 143(12) of the Companies Act, 2013, the Company has not received any report from the auditors in respect of fraud committed by its officers or employees.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments in the business operations of the Company for the financial year ended March 31, 2021 to the date of signing of the Board's Report.

STATEMENT UNDER THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

There is no employee drawing remuneration of more than ₹ 10,200,000 (Rupees One crore and two lakh) per annum or drawing remuneration of ₹ 850,000 (Rupees Eight lakh fifty thousand) per month, if employed part of the year as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company as adopted by the Board are set out in **"ANNEXURE 3"** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR policy is also available on the link: http://www.panasonicappliances.in/Home/investor.

As per Section 135(5) of the Companies Act, 2013, every Company having net worth of rupees five hundred crore or more or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year, shall ensure to spend in every financial year, at least two percent of the average net profits of the Company during the three immediately preceding financial year.

Your Company, during the immediately preceding financial year (ie Financial year 2019-20), had earned the net profit of [1] 3.67 crore only, which is lesser than the threshold limit as prescribed in the Act. Since, the company does not meet any one of the aforesaid criterions as per Act in this current financial year, it remained outside the purview of Section 135 and consequently the reporting requirements there under do not at present apply to us.

ANNUAL RETURN

As per the requirement of Section 92(3) of the Companies Act, 2013 and Rules framed thereunder, the Extract of the Annual Return for the financial year ended March 31, 2021 is given in **"ANNEXURE 4"** in the prescribed Form No. MGT-9, which is a part of this report. The same is also available at the link: http://www.panasonicappliances.in/Home/investor.

RELATED PARTY TRANSACTIONS (RPT)

All transactions entered with related parties as defined under Section 2(76) of the Companies Act, 2013 during the financial year were in the ordinary course of business and on an arm's length and do not attract the provisions of Section 188 of the Companies Act, 2013. There are no materially significant related party transactions made by the Company with promoter, directors, key managerial personnel or other designated person which may have a potential conflict with the interest of the Company at large.

Pursuant to Section 134(3)(h) read with Rule 8(2) of The Companies (Accounts) Rules, 2014, there are no transactions to be reported under Section 188(1) of The Companies Act, 2013, in Form AOC-2.

Suitable disclosures as required by the Accounting Standard 18 have been made in the notes forming part of the Financial Statements.

ANTI- SEXUAL HARASSMENT POLICY

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 became effective from December 9, 2013 and is applicable to the Company. In line with the requirement of this Act, the Company has duly constituted an Internal Complaints Committee and also framed an Anti-Sexual Harassment policy for prevention of sexual harassment at workplace. During the year under review, there was no compliant received.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a vigil mechanism through "PAPIN Whistle Blower Policy" to enable employees and directors to report genuine concerns dealing with instances of fraud and mismanagement, if any. The mechanism provides for adequate safeguard against victimization of the whistle blower and also provides for direct access to the Chairperson of the audit committee in appropriate or exceptional cases or Chief Financial Officer or Company Secretary of the Company as the case may be to report any concern or unethical activities.

CYBER SECURITY

During the year, the Company experienced the cyber-attack incidence. There was some data stolen by the hackers. The Company with the support of its headquarters has conducted the forensic investigation in very serious manner to protect the information and data of all stakeholders. The investigation report revealed that stolen data contained only the general information of the business partners and does not have a big impact on the business of the company and to its business partners and stakeholders. A communication was also published in the company's website as a precautionary measure. The company has initiated many counter measures for the future course of action.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3)(m) of The Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 are provided in **"ANNEXURE 5"** which forms part of this report.

INDUSTRIAL RELATIONS

The relations with the workmen and employees of the Company have continued to remain cordial.

CODE OF CONDUCT

The Company has already put in place a Code of Conduct which is applicable to all the Members of the Board and all employees in the course of day-to-day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/behaviours in any form and the Board has laid down the directives to counter such acts.

MAINTENANCE OF COST RECORDS

The Company is not mandated to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly no such accounts and records are made and maintained.

ACKNOWLEDGEMENTS

Your Directors wish to express their deep sense of appreciation for the committed services of all the employees of the Company. They also place on record their appreciation for the support and co-operation your Company has been receiving from its Bankers, Customers, Distributors, Dealers, Suppliers and other Business Partners and also the valuable assistance received from the collaborator Panasonic Corporation, Japan. Your Directors take this opportunity to thank all the stakeholders, banks, regulatory and government authorities for their continued support.

As we continue to grow and expand, we look forward to sharing our success in the years ahead with all our stakeholders

for and on behalf of the Board of Directors of
Panasonic Appliances India Company Limited
CIN: U30007TN1988PLC016184

T. Ganesan
Managing Director
DIN: 08377223

K. Subramanian
Director
DIN: 00019088

Chennai, December 6, 2021

ANNEXURE 1

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTORS, KMPs AND SENIOR MANAGEMENT AND THEIR REMUNERATION

DIRECTORS

The Nomination and Remuneration committee (NRC) determines the criteria for appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors. In evaluating the suitability of individual Board member, the NRC will take into account multiple factors, including general understanding of the business, education, professional background, personal achievements, professional ethics and integrity.

Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Chairman/MD/CFO will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of The Companies Act, 2013 and Rules made there under.

KEY MANAGERIAL PERSONS (KMPs)

The authority to identify right candidates for the appointment of Chief Financial Officer and Company Secretary is vested with the Managing Director. The HR will facilitate in identifying the candidates internally or externally.

SENIOR MANAGEMENT PERSONNEL

The Senior Management Personnel are appointed and removed/relieved with the authority of MD & CFO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed/ relieved during a quarter shall be presented to the board as part of the update on Corporate Governance.

REMOVAL OF BOARD OF DIRECTORS AND KMPs

If a Director or a KMP is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations hereunder or due to non-adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director or a KMP subject to the compliances of the applicable statutory provisions.

REMUNERATION TO NON-EXECUTIVE DIRECTORS

The Non-Executive Directors are paid sitting fee within the limits prescribed under The Companies Act, 2013 for attending Board/Committee Meetings. Apart from Sitting Fee, the Company does not pay any other remuneration to the Non-Executive Directors.

EXECUTIVE DIRECTORS

The remuneration to Managing Director and Whole-Time Director shall be recommended by NRC to the Board. The remuneration consists of fixed compensation and other perquisites as approved by the Board and within the overall limits specified in the Shareholders resolution.

REMUNERATION TO SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The Company follows an extensive performance management system to review the performance of the Employees/Senior Management and provide rewards on the basis of meritocracy. The overall remuneration to the employees includes a fixed component (Guaranteed pay) and a variable component (Performance pay). The percentage of the variable component increases with increasing hierarchy levels, as the Company believes employees at higher positions have far greater impact and influence on the overall business result. The CTC is reviewed once every year and the compensation strategy for positioning of individuals takes into consideration the following elements:

- Performance
- Potential
- Criticality
- Longevity in grade

The remuneration for KMPs - CFO and CS will be proposed by the MD and the NRC consistent with the strategy of the Company and their Qualifications, Experience, Roles and Responsibilities. Pursuant to the provisions of Section 203 of The Companies Act, 2013 the Board shall approve the remuneration at the time of their appointment. Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last compensation and the skill-set of the selected candidate. The CFO shall make a presentation to the NRC on the proposed annual increments based on the performance of the Company, general trends in the industry etc. Eligible employees will be rewarded with the annual increment.

ANNEXURE 2

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR 2020-21

[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 Appliances India Company Limited,
National Highway No. 5, Sholavaram Village,
Chennai 600067

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

Based on our verification of the Company books, papers, minute 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 March 31, 2021 ("**Audit Period**") generally 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 March 31, 2021 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder, as amended from time to time;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder - Not Applicable during the period under review;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as amended from time to time;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, as amended from time to time;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): Not Applicable during the period under review
   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;
   d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014;
   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   g. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
   h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
   i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We have also examined compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') as mandated by the Companies Act, 2013.

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

We report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check-basis, there are adequate systems and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicatble laws, rules, regulations and guidelines as listed below;

1. Acts relating to Prevention and Control of Pollution
2. The Factories Act, 1948
3. The Legal Metrology Act, 2009
4. The Contract Labour (Regulation and Abolition) Act, 1970
5. The Employees' Provident Funds & Miscellaneous Provisions Act, 1952
6. The Employees' State Insurance Act, 1948
7. The Equal Remuneration Act, 1976 and The Equal Remuneration Rules, 1976
8. The Industrial Disputes Act, 1949
9. The Maternity Benefit Act, 1961
10. The Minimum Wages Act, 1948
11. The Payment of Bonus Act, 1965
12. The Payment of Gratuity Act, 1972
13. The Payment of Wages Act, 1936
14. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
15. The Tamil Nadu Industrial Establishments (Conferment of Permanent Status to Workmen) Act, 1981
16. The Tamil Nadu Labour Welfare Fund Act, 1972
17. The Tamil Nadu Payment of Subsistence Allowance Act, 1981
18. The Tamil Nadu Tax on Professions, Trades & Callings and Employments Act, 1992

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.

We further report that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to them at least 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 during the audit period of the Company no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

for **M.Alagar & Associates**
Practising Company Secretaries

D. Saravanan
Partner
ACS No.: 60177/CoP No.: 22608
UDIN: A060177C000645795

Chennai, July 16, 2021

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

'ANNEXURE A'

To,
The Members,

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

2. 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.

3. We have followed the audit practices and process 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 process and practices, we followed provide a reasonable basis for our opinion.

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

5. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

6. 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 procedure on test basis.

7. 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 **M.Alagar & Associates**
Practising Company Secretaries

D. Saravanan
Partner
ACS No.: 60177/CoP No.: 22608
UDIN: A060177C000645795

Chennai, July 16, 2021

ANNEXURE 3

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

FOR THE YEAR ENDED MARCH 31, 2021

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

   The Company has drafted the CSR policy in line with the provision of section 135 of the Companies Act, 2013. The Corporate Social Responsibility Policy of the Company, as approved by the Board of the Directors is available with the Company. The Company's CSR policy is in-alignment with their primary focus viz. "Promoting Education for/among the Under Privileged". Besides this, it also undertakes interventions in the areas of health, livelihood and it is ethically aimed at improving the quality of life of the community through welfare projects.

   The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy and projects or programs undertaken by the Company are available on the link: http://www.panasonicappliances.in/Home/investor.

2. **The Composition of the CSR Committee:**

   The Composition of the CSR Committee as on March 31, 2021 is as follows:

Name of the Member	Nature of Directorship
Mr. Subramanian Krishnaswamy	Independent Director; Chairperson of the Committee
Mr. Ganesan Thiagarajan	Managing Director; Member
Mr. Ken Nakayama	Executive Director; Member*

   ** Resigned as Executive Director with effect from December 1, 2020*

3. **Details of the web link where Composition of the CSR committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:**

   The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy and projects or programs undertaken by the Company are available on the link: http://www.panasonicappliances.in/Home/investor

4. **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:**

S.No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2020-2021	Nil	Nil

6. **Average net profit of the Company for last three financial years:**

S.No	Financial Year	Annual Net Profit (₹)
1	2019-20	37,436,250
2	2018-19	70,909,901
3	2017-18	4,850,410
Total		**113,196,561**
Average Annual Net Profit		**37,732,187**

7. (a) **Two percent of average net profit of the Company as per Section 135(5):**
As per the provisions of Section 135 of the Act, **the Company is not required to spend** at least two per cent of the average net profits made during the three immediately preceding financial years.

(b) **Surplus arising out of CSR projects or programs or activities of the previous financial years:**
Nil

(c) **Amount required to be set off for the financial year, if any:**
Nil

(d) **Total CSR obligation for the financial year (7(a)+7(b)-7(c)):**
Nil

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

Total amount spent for the financial year (Amount in ₹)	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
Not Applicable	Nil		Nil		

(b) **Details of CSR amount spent against ongoing projects for the financial year:**

S.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 ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR account for the project as per Section 135(6) (in ₹)	Mode of Implementation	Mode of Implementation through Implementing Agency	
				State	District					Direct (Yes/No)	Name	CSR Registration number
Not Applicable												

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

S.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		Amount spent in the current financial Year (in ₹)	Mode of Implementation	Mode of Implementation through Implementing Agency	
				State	District		Direct (Yes/No)	Name	CSR Registration number
Not Applicable									

d) **Amount spent in administrative overheads:** Nil

(e) **Amount spent on impact assessment, if applicable:** Nil

(f) **Total amount spent for the financial year (8(b)+(8(c)+8(d)+8(e)):** Nil

(g) **Excess amount for set off, if any:**

S. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the financial year	Nil
(iii)	Excess amount spent for the financial year [(ii) - (i)]	Nil
	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years (iii) - (iv)]	Nil

9. (a) Details of unspent CSR amount for the preceding three financial years:

S.No.	Preceding financial years	Amount spent in the reporting Financial year (in ₹)	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 ₹)
			Name of the Fund	Amount (in ₹)	Date of transfer	
Not Applicable						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

S.No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting financial year	Cumulative amount spent at the end of reporting financial year	Status of the Project completed/ ongoing
No ongoing project was undertaken during last three financial years								

10. Detail relating to 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 details):

(a) Date of creation or acquisition of the capital asset(s): Nil

(b) Amount of CSR spent for creation or acquisition of capital asset: Nil

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Nil

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Nil

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): Not applicable

for and on behalf of the Board of Directors of
Panasonic Appliances India Company Limited
CIN: U30007TN1988PLC016184

K. Subramanian
Chairperson of CSR Committee
DIN: 00019088

T. Ganesan
Managing Director
DIN: 08377223

Chennai, December 6, 2021

ANNEXURE 4

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 20201
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U30007TN1988PLC016184
ii)	Registration Date:	September 9, 1988
iii)	Name of the Company:	Panasonic Appliances India Company Limited
iv)	Category / Sub – Category of the Company:	Public Limited Company/Limited by Shares
v)	Address of the Registered Office and Contact details:	National Highway, No.5, Sholavaram Village, Ponneri Taluk, Chennai - 600067. Tel: + 91-44-26330133 Email: papin.secretary@in.panasonic.com Website: www.panasonicappliances.in
vi)	Whether listed Company:	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	M/s. Integrated Registry Management Services Private Limited 1st Floor, Kences Towers, 1, Ramakrishna Street North Usman Road, T.Nagar, Chennai - 600 017 Phone: +91-44-28140484

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

S.No	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Manufacture of domestic electric appliances such as mixers, grinders	27501	51.09%
2	Manufacture of other domestic appliances	27509	48.91%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	Name of the Company	Address	CIN, if any	Holding/ Subsidiary/ Associate	(%) shares held	Applicable Section
1	Panasonic Corporation	No. 1006, Oaza Kadoma, Kadoma-shi, Osaka 571-8501, Japan Phone: +81-6-6908-1121	Foreign Company	Holding Company	95.43%	Section 2(46)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on March 31, 2020]				No. of Shares held at the end of the year [As on March 31, 2021]				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
Promoter and Promoter Group									
Individuals / HUF	-	-	-	-	-	-	-	-	-
Central Govt/State Govt	-	-	-	-	-	-	-	-	-
Bodies Corproate	-	-	-	-	-	-	-	-	-
Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
Any other	-	-	-	-	-	-	-	-	-
Sub Total	**-**	**-**	**-**	-	-	-	-	-	-
Foreign									
Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	12097175	-	12097175	95.43	12097175	-	12097175	95.43	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	**12097175**	**-**	**12097175**	**95.43**	**12097175**	**-**	**12097175**	**95.43**	**-**
TOTAL (A)	**12097175**	**-**	**12097175**	**95.43**	**12097175**	**-**	**12097175**	**95.43**	**-**
B. Public									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	1400	1400	0.01	-	1400	1400	0.01	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	**-**	**1400**	**1400**	**0.01**	**-**	**1400**	**1400**	**0.01**	**-**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	11072	7100	18172	0.14	11321	7100	18421	0.14	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	194671	241647	436318	3.44	196522	239547	436069	3.44	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	123647	-	123647	0.98	123647	-	123647	0.98	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies- DR	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	**329390**	**248747**	**578137**	**4.56**	**331490**	**246647**	**578137**	**4.56**	**-**
Total Public (B)	**329390**	**250147**	**579537**	**4.57**	**331490**	**248047**	**579537**	**4.57**	**-**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**12426565**	**250147**	**12676712**	**100**	**12426565**	**250147**	**12676712**	**100**	**-**

(V) Shareholding of Promoters

SN	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Panasonic Corporation	12097175	95.43	-	12097175	95.43	-	-
	Total	**12097175**	**95.43**	**-**	**12097175**	**95.43**	**-**	**-**

(V) Changes in Promoters Shareholding (please specify, if there is no change)

SN	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	12097175	95.43	12097175	95.43
2	Increase/(decrease) in shareholding during the year	-	-	-	-
3	At the end of the year	12097175	95.43	12097175	95.43

(VI) Shareholding of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SL No	Shareholder's Name	No. of Shares held at the % beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1 (a)	**Kamalamma J**				
	At the beginning of the year April 1, 2020	7,500	0.06	7,500	0.06
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	7,500	0.06	7,500	0.06
1(b)	**Chenna Reddy J**				
	At the beginning of the year April 1, 2020	7,500	0.06	7,500	0.06
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	7,500	0.06	7,500	0.06
2	**Chirag Navinchandra Sukhadia**				
	At the beginning of the year April 1, 2020	6,000	0.05	6,000	0.05
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	6,000	0.05	6,000	0.05
3	**Singatagere Lingaswamy Lalithamma**				
	At the beginning of the year April 1, 2020	5,762	0.05	5,762	0.05
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	5,762	0.05	5,762	0.05
4	**Shineup Fibres Limited**				
	At the beginning of the year April 1, 2020	5,000	0.04	5,000	0.04
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	5,000	0.04	5,000	0.04
5	**Ankal Capital Limited**				
	At the beginning of the year April 1, 2020	3,300	0.03	3,300	0.03
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	3,300	0.03	3,300	0.03
6	**Nivedita Malvi**				
	At the beginning of the year April 1, 2020	2,300	0.02	2,300	0.02
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	2,300	0.02	2,300	0.02

(VI) Shareholding of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SL. No	Shareholder's Name	No. of Shares held at the % beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
7(a)	**Rajyalakshmi Ramachandran**				
	At the beginning of the year April 1, 2020	2,000	0.02	2,000	0.02
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	2,000	0.02	2,000	0.02
7(b)	**Kirit Modi**				
	At the beginning of the year April 1, 2020	2,000	0.02	2,000	0.02
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	2,000	0.02	2,000	0.02
8	**Anil Kumar Pillai**				
	At the beginning of the year April 1, 2020	1,985	0.02	1,985	0.02
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	1,985	0.02	1,985	0.02
9(a)	**Rajendra Singh Singhvi**				
	At the beginning of the year April 1, 2020	1,800	0.01	1,800	0.01
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	1,800	0.01	1,800	0.01
9(b)	**Sangita Dinkar Mahind**				
	At the beginning of the year April 1, 2020	1,800	0.01	1,800	0.01
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	1,800	0.01	1,800	0.01
10(a)	**Shreekumar Maheswari**				
	At the beginning of the year April 1, 2020	1,500	0.01	1,500	0.01
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	1,500	0.01	1,500	0.01
10(b)	**Bijay Kumar Damani**				
	At the beginning of the year April 1, 2020	1,500	0.01	1,500	0.01
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	1,500	0.01	1,500	0.01
10(c)	**Shree Kanta Damani**				
	At the beginning of the year April 1, 2020	1,500	0.01	1,500	0.01
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	1,500	0.01	1,500	0.01
10(d)	**Sarita S Pai**				
	At the beginning of the year April 1, 2020	1,500	0.01	1,500	0.01
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	1,500	0.01	1,500	0.01
10(e)	**Jyotsna Chinoy**				
	At the beginning of the year April 1, 2020	1,500	0.01	1,500	0.01
	Changes during the year	-	-	-	-
	At the end of the year March 31, 2021	1,500	0.01	1,500	0.01

(VII) Shareholding of Directors and Key Managerial Personnel:

SL. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		% change during the year
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	T. Ganesan	1	0.00%	1	0.00%	-

(VIII) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount in ₹

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	30,000,000	-	30,000,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**30,000,000**	**-**	**30,000,000**
Change in Indebtedness during the financial year				
Addition	-	10,000,000	-	**10,000,000**
Reduction	-	5,000,000	-	5,000,000
Net changes	**-**	**5,000,000**	**-**	**5,000,000**
Indebtedness at the end of the financial year				
i) Principal Amount	-	35,000,000	-	35,000,000
ii) Interest due but not paid	-	-	-	–
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**35,000,000**	**-**	**35,000,000**

(IX) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount in ₹

SNo	Particulars of Remuneration	Name of MD/WTD/Manager		Total
		T. Ganesan *Managing Director*	**Ken Nakayama*** *Executive Director*	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,497,420	2,604,000	**10,101,420**
	(b) Value of perquisites u/s 17(2) Income taxAct, 1961	32,400	192,987	**225,387**
	(c) Profits in lieu of salary under section 17(3) of Income tax Act, 1961	-	-	**-**
2	Stock option	-	-	**-**
3	Sweat equity	-	-	**-**
4	Commission - as % of profit - others (specify)	 - -	 - -	 **-** **-**
5	Others (please specify) Performance bonus payable Contribution to provident fund	 761,177 499,296	 - -	 **761,177** **499,296**
	Total (A)	**8,790,293**	**2,796,987**	**11,587,280**
	Ceiling as per the Act	₹ 8,400,000 per person, as per Section II of Part II of Schedule V, the remuneration payable by Companies having no profit or inadequate profit without Central Government approval. The remuneration in excess of above limit may be paid, if the resolution passed by the shareholders is a special resolution.		

**Relinquished as Executive Director of the Company with effect from December 1, 2020*

B. Remuneration to other directors: Amount in ₹

Sl.No.	Particulars of remuneration	Name of directors		Total amount
1	Independent Directors	**K. Subramanian**	**Ajit Gopal Nambiar**	
	• Fee for attending board/ committee meetings	880,000	580,000	1,460,000
	• Commission	-	-	
	• Others, please specify	-	-	
	Total (1)	**880,000**	**580,000**	**1,460,000**
2	Other Non Executive Directors	**Masayuki Sasage**	**Yoshiteru Oshima***	
	• Fee for attending board/ committee meetings	-	-	
	• Commission	-	-	
	• Others, please specify			
	Total (2)	**-**	**-**	
	Total (B) = (1 +2)	**-**	**-**	**1,460,000**
	Total Managerial Remuneration (A+B)			**13,047,280**

** Appointed as Non-Executive Director w.e.f. April 1, 2021*

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD Amount in ₹

SNo	Particulars of Remuneration	Name of Key Managerial Personnel **Jayaprakash Kalappan** *CFO & Company Secretary*	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,545,840	**4,545,840**
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	32,400	**32,400**
	(c) Profits in lieu of salary under section 17(3) of Income tax Act, 1961	-	**-**
2	Stock option	-	**-**
3	Sweat equity	-	**-**
4	Commission - as % of profit - others (specify)	 - -	 **-** **-**
5	Others (please specify) Performance bonus payable Contribution to provident fund	 333,120 293,640	 **333,120** **293,640**
	Total	**5,205,000**	**5,205,000**

X Penalties/Punishment/Compounding of Offences:

There are no penalties/punishment/compounding of offences against the company and its directors and officers for the year ended on March 31, 2021.

for and on behalf of the Board of Directors of
Panasonic Appliances India Company Limited
CIN: U30007TN1988PLC016184

T. Ganesan
Managing Director
DIN: 08377223

K. Subramanian
Director
DIN: 00019088

Chennai, December 6, 2021

ANNEXURE 5

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER COMPANIES (ACCOUNTS) RULES, 2014

(a) CONSERVATION OF ENERGY

<table>
<tr><td>(i)</td><td>the efforts made towards technology absorption</td><td>1. Introduction of LED light fittings instead of Fluorescent lamp
<table>
<tr><th>Description</th><th>Before</th><th>Now</th></tr>
<tr><td>Fluorescent lamp (36W X 250Nos. X 18hrs)/1000</td><td>162 Units</td><td></td></tr>
<tr><td>Fluorescent lamp (96W X 10Nos. X 12hrs)/1000</td><td>11.5 Units</td><td></td></tr>
<tr><td>Fluorescent lamp (14W X 75Nos. X 9hrs)/1000</td><td>9.45 Units</td><td></td></tr>
<tr><td>Fluorescent lamp (216W X 4Nos. X 18hrs)/1000</td><td>15.55 Units</td><td></td></tr>
<tr><td>PL lamp (36W X 8Nos. X 18hrs)/1000</td><td>5.18 Units</td><td></td></tr>
<tr><td>LED lamp at Shop floor (36W X 111Nos. X 18hrs) /1000</td><td></td><td>72 Units</td></tr>
<tr><td>LED batten lamp at Shop floor (20W X 10Nos. X 18hrs) /1000</td><td></td><td>3.6 Units</td></tr>
<tr><td>LED lamp at Parts stores (40W X 24Nos.X 18hrs) /1000</td><td></td><td>17.2 Units</td></tr>
<tr><td>LED down lamp at Shop floor (14W X 14Nos. X 18hrs)/1000</td><td></td><td>3.5 Units</td></tr>
<tr><td>LED lamp at Street light (45W X 10Nos. X 12hrs) /1000</td><td></td><td>5.4 Units</td></tr>
<tr><td>LED lamp at Press shop (90W X 2Nos. X 18hrs) /1000</td><td></td><td>3.24 Units</td></tr>
<tr><td>LED lamp at Paint shop (120W X 2Nos.X 18hrs) /1000</td><td></td><td>4.32 Units</td></tr>
<tr><td>LED lamp at Shop floor (10W X 75Nos. X 9hrs) /1000</td><td></td><td>6.75 Units</td></tr>
<tr><td>Electricity units/day</td><td>203.68 Units</td><td>116 Units</td></tr>
<tr><td>Electricity units/month</td><td>5092 Units (203.68 X 25 days)</td><td>2900 Units (116 X 25 days)</td></tr>
<tr><td>Electricity cost/month</td><td>₹ 43,282 (5092 X ₹ 8.50)</td><td>₹ 24,650 (2900 X ₹ 8.50)</td></tr>
<tr><td>Cost saving/month</td><td>₹ 18,632</td><td></td></tr>
<tr><td>Cost saving/year</td><td>₹ 223,584</td><td></td></tr>
</table>
2. Introduction of LED fittings results in saving of energy by 26304 Units per annual and saving of cost by ₹ 223,584 per year</td></tr>
<tr><td>(ii)</td><td>Steps taken by the Company for utilising alternate sources of energy</td><td>There is no utilization of alternate source of energy</td></tr>
<tr><td>(iii)</td><td>Capital investment on energy conservation equipments</td><td>Cost of LED fittings ₹ 222,030</td></tr>
</table>

(B) TECHNOLOGY ABSORPTION

(i)	Efforts made towards technology absorption	By availing technical assistance from Panasonic Corporation Japan, Development has been made towards manufacturing of new products such as: ➢ By utilizing the design collaboration with local design company for Mixer new body shape, the Company has successfully developed the AV series Mixer Grinder (with body new shape *plus* 600W motor) for domestic market. ➢ Successfully developed 2.8 litre new capacity 'G' series Rice cooker for domestic and SAARC countries.
(ii)	Benefits derived from key projects like product improvement, cost reduction, product development or import substitution	➢ Successfully expanded the export market of Rice cooker to Australia, New Zealand, France, Italy, USA and Singapore. ➢ Value engineering activities in materials, resulted the benefit of ₹ 7.8 lakh. ➢ Material localization activities, resulted the benefit of ₹ 3.2 lakh.
(iii)	Information regarding imported technology (last three years)	Products imported during last three years

Year	Products
2018-19	New UH36 series cooker development & in-house manufacturing for France and development in progress for Japan, Hong Kong and USA
2019-20	UH36 series cooker introduced for Japan, Hong Kong and India
2020-21	---

	a. Technology Imported b. The year of Import c. Whether Technology been fully absorbed d. If not fully absorbed, areas where absorption has not taken place, and the reason thereof	— — — —
(iv)	The expenditure incurred on Research and Development	₹ 17,431,554

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO: (₹ Crore)

Particulars	Current year [2020 - 2021]	Previous year [2019 - 2020]
Foreign exchange earned	73.01	67.62
Foreign exchange used (outgo)	48.66	59.53

Independent Auditors' Report

To the Members of Panasonic Appliances India Company Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Panasonic Appliances India Company Limited** ("the Company"), which comprise the balance sheet as at March 31, 2021, and the statement of profit and loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the 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 March 31, 2021, and its profit and 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 *Auditors' 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.

Other Information other than the Financial Statements and Auditors' 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 our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do 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 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility 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 cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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.

Auditors' 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 auditors' 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 in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting 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 auditors' 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 auditors' 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government 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.
2. (A) 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 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 Accounting Standard specified under section 133 of the Act.

e) The matter described in the basis of qualified opinion paragraph in Annexure B to this report, in our opinion may have an adverse effect on the functioning of the Company.

f) On the basis of the written representations received from the directors as on March 31, 2021 and April 1, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

g) 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 Auditors' 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:

i. The Company has disclosed the impact of pending litigations as at March 31, 2021 on it's financial position in its financial statements – Refer Note 27 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no significant delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

iv. The disclosures regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2021.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, during the current year, the remuneration paid by the Company to its directors is in accordance with the provisions of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed details under section 197(16) which are required to be commented upon by us.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Nachiappan Subramanian
Partner
Membership No:218727
ICAI UDIN: 21218727AAAAET1519

Place: Chennai
Date: December 6, 2021

Annexure A to the Independent auditors' report

To the members of Panasonic Appliances India Company Limited for the year ended March 31, 2021 (referred to in our report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of fixed assets by which all fixed assets are verified annually. In accordance with the programme, no material discrepancies were noticed on such verification 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.

(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 are held in the name of the Company.

(ii) The inventory except goods in transit including inventory lying with third parties, has been physically verified by the management during the period. In our opinion, the frequency of such verification is reasonable. The discrepancies noted on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of accounts.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable.

(iv) The Company does not have any loan, investment, guarantee and security which required compliance under section 185 and 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable.

(v) The Company has not accepted deposits from public. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) The Central Government of India has not prescribed the maintenance of cost records under section 148(1) of the Act for sale of goods and the services rendered by the Company and accordingly paragraph 3(vi) of the order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess and any other material statutory dues have been generally deposited regularly during the year by the Company with the appropriate authorities. The Company did not have any dues on account of sales-tax, service tax, duty of excise and value added tax.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess and any other material statutory dues were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, service tax, duty of customs, duty of excise, value added tax, sales tax, goods and services tax and cess which have not been deposited with the appropriate authorities on account of any dispute except those set out in Appendix 1.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks and financial institutions. The Company did not have any outstanding dues to any financial institution, government or debenture holders during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, term loans have been applied by the Company during the year for the purpose for which they were raised.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

(xiv) According to the information and explanations given to us and based on 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 under review. Accordingly, paragraph 3(xiv) of the Order is not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Nachiappan Subramanian
Partner
Membership No:218727
ICAI UDIN: 21218727AAAAET1519

Place: Chennai
Date: December 6, 2021

Appendix 1 to the Independent Auditor's Report

The following dues of sales tax, service tax and duty of excise have not been deposited by the company on account of disputes:

Name of the statute	Period to which it relates	Nature of dues	Forum where the dispute is pending	Amount (INR)
West Bengal Sales tax Act, 1994	FY 2001-2003	Sales tax	Assistant Commissioner, SalesTax (Appeals)	220,582
West Bengal Value Added Tax Act, 2003	FY 2010-2011	Sales tax	West Bengal Sale Tax Appellate and Revisional Board	3,777,892
Central Excise Act, 1944	December 2006 – July 2009	Excise duty	Commissioner of Central Tax (Appeals) Chennai	4,568,246
Central Excise Act, 1944	February 2011 – October 2011	Excise duty	Commissioner of Central Tax (Appeals) Chennai	809,579
Finance Act, 1994	April 2006 - September 2010	Service tax	Customs, Excise and Service Tax Appellate Tribunal, Chennai	6,401,833*

*Net off INR 1,000,000 paid under protest

Annexure B to the Independent auditors' report to the members of Panasonic Appliances India Company Limited for the year ended March 31, 2021

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)(g) 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 Appliances India Company Limited** ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, except for the possible effects of the material weaknesses described below on the achievement of the objectives of the control criteria, to the best of our information and according to the explanations given to us, 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 March 31, 2021, 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").

We have considered the material weaknesses identified and reported below in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company for the year ended March 31, 2021 and the material weaknesses do not affect our opinion on the said financial statements.

Basis of qualified opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2021:

a) The Company did not have an appropriate internal control system surrounding pricing for purchase of materials and molding parts, and vendor evaluation at frequent intervals which could potentially result in financial losses.

b) The Company did not have an appropriate internal control system for marketing schemes to be applied to each customer, factors considered for its basis and business case which could potentially result in inappropriate benefits given to specific customers.

c) The Company did not have an appropriate internal control system for daily attendance tracking of sales field manpower supplied by vendors for marketing and sales incentives paid to them which could potentially result in excessive payments being made to such vendors.

Management's responsibility 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.

Auditors' 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 whether 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 such internal financial controls, 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 auditors' judgment, 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 & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Nachiappan Subramanian
Partner
Membership No:218727
ICAI UDIN: 21218727AAAAET1519

Place: Chennai
Date: December 6, 2021

BALANCE SHEET AS AT MARCH 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Note	As at March 31, 2021	As at March 31, 2020
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	126,767,120	126,767,120
Reserves and surplus	4	439,776,828	333,891,316
		566,543,948	**460,658,436**
Non-current liabilities			
Long-term borrowings	5	10,000,000	25,000,000
Deferred tax liabilities (net)	6	-	-
Long-term provisions	7	16,382,540	16,355,476
		26,382,540	**41,355,476**
Current liabilities			
Trade payables	8		
- total outstanding dues to micro and small enterprises		33,036,898	20,721,682
- total outstanding dues of creditors other than micro and small enterprises		434,006,291	368,234,820
Other current liabilities	9	75,314,663	177,607,623
Short-term provisions	10	39,231,922	26,956,535
		581,589,774	**593,520,660**
TOTAL		**1,174,516,262**	**1,095,534,572**
ASSETS			
Non-current assets			
Fixed assets			
Property, plant and equipment	11A	328,156,655	334,446,478
Intangible assets	11B	1,055,317	1,593,431
Capital work-in-progress	11C	1,179,736	8,312,618
		330,391,708	**344,352,527**
Long-term loans and advances	12	39,890,935	17,301,402
		370,282,643	**361,653,929**
Current assets			
Inventories	13	323,107,033	325,930,312
Trade receivables	14	320,129,038	315,276,427
Cash and cash equivalents	15	49,687,916	297,517
Short-term loans and advances	16	95,391,680	82,962,948
Other current assets	17	15,917,952	9,413,439
		804,233,619	**733,880,643**
TOTAL		**1,174,516,262**	**1,095,534,572**
Significant accounting policies	2.1		

The notes referred to the above form an integral part of the financial statements

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm registration No. : 101248W/W-100022

Nachiappan Subramanian
Partner
Membership No.: 218727

Chennai, December 6, 2021

for and on behalf of the Board of Directors of
Panasonic Appliances India Company Limited
CIN: U30007TN1988PLC016184

T. Ganesan
Managing Director
DIN: 08377223

K. Subramanian
Director
DIN: 00019088

Ajit Gopal Nambiar
Director
DIN: 00228857

Jayaprakash Kalappan
CFO & Company Secretary

Chennai, December 6, 2021

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Rupees, except share data and unless otherwise stated)

	Note	Year ended March 31, 2021	Year ended March 31, 2020
INCOME			
Revenue from operations	18	2,556,764,441	2,779,339,129
Other income	19	35,161,307	36,332,732
Total revenue		**2,591,925,748**	**2,815,671,861**
EXPENSES			
Cost of material consumed	20	1,405,291,346	1,702,733,220
Purchase of stock-in-trade	21	44,015,743	50,930,033
Change in inventories of finished goods, work-in-progress and stock-in-trade	22	37,096,797	(118,787,041)
Employee benefit	23	351,435,855	356,455,504
Finance costs	24	10,403,071	11,893,242
Depreciation and amortization	25	53,144,545	55,134,821
Other expenses	26	584,351,214	720,641,475
Total expenses		**2,485,738,571**	**2,779,001,254**
Profit before tax		**106,187,177**	**36,670,607**
Income tax expenses			
Current tax		18,801,693	4,968,905
Adjustment relating to earlier period		338,195	-
Less: Minimum Alternate Tax ('MAT') credit entitlement		(18,801,693)	(4,968,905)
Less: MAT credit entitlement relating to earlier period		(36,530)	-
Net current tax expense		301,665	-
Deferred tax	6	-	-
Total tax expenses		**301,665**	**-**
Profit for the year		**105,885,512**	**36,670,607**
Earnings per equity share	39		
Face value per share		10	10
Weighted average number of equity shares (Nos.)		12,676,712	12,676,712
Basic earnings per share		8.35	2.89
Diluted earnings per share		8.35	2.89
Significant accounting policies	2.1		

The notes referred to the above form an integral part of the financial statements

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm registration No. : 101248W/W-100022

Nachiappan Subramanian
Partner
Membership No.: 218727

Chennai, December 6, 2021

for and on behalf of the Board of Directors of
Panasonic Appliances India Company Limited
CIN: U30007TN1988PLC016184

T. Ganesan
Managing Director
DIN: 08377223

K. Subramanian
Director
DIN: 00019088

Ajit Gopal Nambiar
Director
DIN: 00228857

Jayaprakash Kalappan
CFO & Company Secretary

Chennai, December 6, 2021

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
Cash flow from operating activities		
Profit before tax	**106,187,177**	**36,670,607**
Adjustments:		
Depreciation and amortization	53,144,545	55,134,821
Interest income	(241,421)	(421,795)
Liabilities no longer required written back	(458,162)	(191,944)
Provision/(write back of provision) for inventories	184,394	(218,854)
Provision for doubtful trade receivables	1,158,099	35,012
Bad debts written off	109,932	135,854
Inventory written off	386,268	527,297
Unrealized foreign exchange loss	623,984	1,075,062
Finance costs	10,403,071	11,893,242
Loss on sale/retirement of property, plant and equipment	870,371	765,643
	66,181,081	**68,734,338**
Operating cash flow before working capital changes	**172,368,258**	**105,404,945**
Movements in working capital:		
Decrease/(increase) in inventories	2,252,617	(150,983,176)
(Increase)/decrease in trade receivables	(7,213,282)	56,692,785
Increase in other assets	(18,795,470)	(7,756,030)
Increase in trade payables	79,013,505	21,801,136
Decrease in other liabilities	(117,700,455)	(21,081,770)
(Decrease)/increase in long-term and short-term provisions	(6,499,242)	15,104,502
Cash generated from operating activities	**103,425,931**	**19,182,392**
Income tax (paid)/refund received, (net)	(5,719,761)	73,749
Net cash generated from operating activities (A)	**97,706,170**	**19,256,141**
Cash flow from investing activities		
Payment towards purchase of Property, plant and equipment (including capital work-in-progress, capital creditors and capital advances)	(43,535,420)	(62,671,957)
Proceeds from sale of Property, plant and equipment	243,418	210,327
Interest received	377,535	394,484
Net cash used in investing activities (B)	**(42,914,467)**	**(62,067,146)**

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
Cash flow from financing activities		
Proceeds from borrowings	10,000,000	30,000,000
Repayment of borrowings	(5,000,000)	-
Finance costs paid	(10,401,304)	(11,825,050)
Net cash (used in)/generated from financing activities (C)	**(5,401,304)**	**18,174,950**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**49,390,399**	**(24,636,055)**
Cash and cash equivalents at the beginning of the year	297,517	24,933,572
Cash and cash equivalents at the end of the year (see below)	**49,687,916**	**297,517**
Notes to cash flow statement		
Components of cash and cash equivalents		
Balance with banks		
- in current account	9,687,916	297,517
- in deposit account	40,000,000	-
Total cash and cash equivalents	**49,687,916**	**297,517**

Significant accounting policies (Refer note 2.1)

The notes referred to the above form an integral part of the financial statements

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm registration No. : 101248W/W-100022

Nachiappan Subramanian
Partner
Membership No.: 218727

Chennai, December 6, 2021

for and on behalf of the Board of Directors of
Panasonic Appliances India Company Limited
CIN: U30007TN1988PLC016184

T. Ganesan
Managing Director
DIN: 08377223

K. Subramanian
Director
DIN: 00019088

Ajit Gopal Nambiar
Director
DIN: 00228857

Jayaprakash Kalappan
CFO & Company Secretary

Chennai, December 6, 2021

Notes to financial statements for the year ended March 31, 2021

Significant accounting policies and notes on accounts

1 Company overview

Panasonic Appliances India Company Limited ("the Company") was incorporated on September 9, 1988 under The Companies Act, 1956. The Company is a subsidiary of Panasonic Corporation, Japan. The Company is primarily engaged in the business of manufacture and sale of consumer durable products such as electric rice cookers, mixer grinders and wet grinders. The Company has its manufacturing facility in Sholavaram Village, Chennai.

2. Basis of preparation

These financial statements have been prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention using the accrual basis. GAAP comprises accounting standards as prescribed under Section 133 of The Companies Act, 2013 ('Act'), other pronouncements of The Institute of Chartered Accountants of India and the provisions of the Act.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except as otherwise stated.

2.1 Summary of significant accounting policies

a) Use of estimates

The preparation of financial statements in conformity with the Indian GAAP requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and liabilities and the disclosure of contingent liabilities on the date of financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

b) Property, plant and equipment

Property, plant and equipment are carried at cost of acquisition less accumulated depreciation and accumulated loss, impairment, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; and any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Property, plant and equipment assets acquired wholly or partly with specific grant/subsidy from government, are recorded at the net acquisition cost to the company.

Depreciation on Property, plant and equipment is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the asset which are prescribed under Part C of Schedule II of the Act except for certain assets, the useful life of which have been determined based on technical evaluation, which is in the opinion of the management, would result in a more appropriate presentation of the carrying value of the Property, plant and equipment and the related useful life of the assets. Based on such assessment, depreciation has been provided on the following useful life:

Asset category	Estimated useful life (in years)
Building	30-60
Plant and machinery	15
Furniture and fitting	10
Office equipment	3-6
Vehicle	8

Advances paid towards the acquisition of Property, plant and equipment outstanding at each balance sheet date, are disclosed under other non-current assets and the cost of the Property, plant and equipment not ready for their intended use before such date, are disclosed as capital work-in-progress.

a) Intangible assets

Acquired intangible assets are measured initially at cost. After initial recognition, an intangible asset is carried at cost less any accumulated amortisation and accumulated impairment loss. Intangible assets are amortised over their economic useful lives as below:

Asset category	Estimated useful life (in years)
Software	3-6
Technical know-how	3

d) Impairment

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount (higher of net selling price and value in use) of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

e) Leases

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalised at the fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the period of the lease.

f) Inventories

Inventories which comprise raw materials, stock-in-trade, stores and spares, work-in-progress and finished goods are carried at the lower of cost and net realisable value.

Cost of inventories comprises of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

In determining the cost, weighted average cost method is used. In the case of manufactured inventories and work in progress, fixed production overheads are allocated on the basis of normal capacity of the production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated cost necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and in estimated that the cost of the finished products will exceed their net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

g) Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions

to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expenses in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefits plans

The Company provides for gratuity, a defined benefit Plan (the "Gratuity Plan") covering eligible employees. The Plan provides payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The Company provides the gratuity benefit through annual contribution to a fund managed by the Life Insurance Corporation of India (LIC). The liabilities related to gratuity plan are determined by an independent actuarial valuer using projected unit credit method as at the balance sheet date.

Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

h) Revenue recognition

Revenue from sale of goods is generally recognised on despatch of goods to customers which corresponds with transfer of all significant risks and rewards of ownership to the buyer. The amount recognised as sale is exclusive of goods and service tax, trade and quantity discounts.

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

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

i) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences arising from the foreign currency borrowings to the extent that they are recorded as an adjustment to interest costs) incurred by the Company in connection with the borrowing of fund. Borrowing cost directly attributable to acquisition or construction of those Property, plant and equipment which necessarily take a substantial period of time to get ready for their intended use are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

j) Foreign exchange transactions

Foreign currency transactions are recorded at the exchange rates prevailing at the date of the transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss. Monetary assets and liabilities denominated in foreign currencies as at the Balance sheet date are translated at the closing exchange rates on that date. Exchange differences arising on foreign exchange transactions during the year and on restatement of monetary assets and liabilities are recognised in the statement of profit and loss.

k) Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis. Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred, and the amount can be estimated reliably.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

l) Income taxes

Income-tax expense comprise current tax (i.e., amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting that tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is a reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at the balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

Minimum Alternative Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

m) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period attributable to equity shareholders. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

n) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and cash in hand and short-term investments with an original maturity of three months or less.

o) Segment reporting

Identification of segments

The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Segment policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

The Company's business activity falls within segment namely manufacturing of electrical, electronic and other equipment.

p) Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non–cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated.

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	As at March 31, 2021	As at March 31, 2020
3. Share capital		
Authorised shares		
13,000,000 (Previous year: 13,000,000) equity shares of ₹10 each	130,000,000	130,000,000
Issued, subscribed and fully paid up shares		
12,676,712 (Previous year: 12,676,712) equity shares of ₹10 each fully paid	126,767,120	126,767,120
Total issued, subscribed and fully paidup share capital	**126,767,120**	**126,767,120**

a) Reconciliation of the shares outstanding at the beginning and at end of the year

	As at March 31, 2021		As at March 31, 2020	
	No.	₹	No.	₹
At the beginning of the year	12,676,712	126,767,120	12,676,712	126,767,120
Add: Shares issued during the year	-	-	-	-
At the end of the year	**12,676,712**	**126,767,120**	**12,676,712**	**126,767,120**

b) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with respect to dividends and share in the Company's residual assets. The voting rights of an equity shareholder on a poll are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which call or other sums presently payable have not been paid.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

c) Shares held by holding/ ultimate holding company and/ or their subsidiaries/associates

	As at March 31, 2021		As at March 31, 2020	
	No.	₹	No.	₹
Equity shares of ₹10 each fully paid up held by Panasonic Corporation (Refer note below)	12,097,175	120,971,750	12,097,175	120,971,750

d) Details of shareholders holding more than 5% of equity shares in the Company

	As at March 31, 2021		As at March 31, 2020	
	No.	% of holding	No.	% of holding
Equity shares of ₹10 each fully paid up held by Panasonic Corporation, Japan	12,097,175	95.43%	12,097,175	95.43%

e) There were no bonus shares or buy-back of shares or shares issued for consideration other than cash during a period of five years immediately preceding financial year ended March 31, 2021.

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	As at March 31, 2021	As at March 31, 2020
4. Reserves and surplus		
Capital reserve		
At the commencement and at the end of the year	2,613,500	2,613,500
Closing balance	**2,613,500**	**2,613,500**
Securities premium account		
At the commencement and at the end of the year	382,801,398	382,801,398
Closing balance	**382,801,398**	**382,801,398**
General reserve		
At the commencement and at the end of the year	354,194	354,194
Closing balance	**354,194**	**354,194**
Deficit in the statement of profit and loss		
Deficit at the commencement of the year	(51,877,776)	(88,548,383)
Profit for the year	105,885,512	36,670,607
Net surplus/(deficit) in the statement of profit and loss	**54,007,736**	**(51,877,776)**
Total Reserves and surplus	**439,776,828**	**333,891,316**
5. Long-term borrowings		
Unsecured		
Term loan from banks (Refer note below)	35,000,000	30,000,000
Less: Current maturities of long-term borrowings (Refer note 9)	(25,000,000)	(5,000,000)
	10,000,000	**25,000,000**

Note: Particulars and terms of repayment:

(i) Loan from The Bank of Tokyo Mitsubishi UFJ amounting to ₹ 20,000,000 (Previous year: ₹ 20,000,000) was availed in May 24, 2019 and is repayable on May 24, 2021. Interest is computed at rate of 9.10% per annum.

(ii) Loan from The Bank of Tokyo Mitsubishi UFJ amounting to ₹ 5,000,000 (Previous year: ₹ 5,000,000) was availed in July 19, 2019 and is repayable in 2 equal annual instalments starting from July 2020. Interest is computed at rate of 9.00% per annum.

(iii) Loan from The Bank of Tokyo Mitsubishi UFJ amounting to ₹ 5,000,000 (Previous year: ₹ 5,000,000) was availed in September 18, 2019 and is repayable in 2 equal annual instalments starting from September 2020. Interest is computed at rate of 9.00% per annum.

(iv) Loan from The Bank of Tokyo Mitsubishi UFJ amounting to ₹ 10,000,000 (Previous year: Nil) was availed in February 25, 2021 and is repayable in 4 equal quarterly instalments starting from May 2022. Interest is computed at rate of 7.00% per annum.

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	As at March 31, 2021	As at March 31, 2020
6. Deferred taxes liabilities (net)		
Deferred tax liabilities		
Excess depreciation as per books over depreciation as per Income Tax Act, 1961	18,042,746	19,030,648
Gross deferred tax liability	**18,042,746**	**19,030,648**
Deferred tax asset		
Provision for employees benefits	6,288,994	7,085,599
Provision for doubtful debts	823,575	501,392
Provision for inventories	1,140,612	1,089,314
Brought forward losses and unabsorbed depreciation	9,789,565	10,354,343
Gross deferred tax asset	**18,042,746**	**19,030,648**
Net deferred tax liability	**-**	**-**

Note: Deferred tax assets towards carried forward tax losses and disallowances under the Income Tax Act,1961 has been restricted to the extent of deferred tax liabilities.

7. Long-term provisions		
Provision for employee benefits		
Compensated absences	11,001,666	10,094,076
Other provisions		
Provision for warranties (Refer note 37)	5,380,874	6,261,400
	16,382,540	**16,355,476**

8. Trade payables		
Trade payables		
- dues of micro enterprises and small enterprises (Refer note 34)	33,036,898	20,721,682
- dues of creditors other than micro enterprises and small enterprises	434,006,291	368,234,820
	467,043,189	**388,956,502**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	As at March 31, 2021	As at March 31, 2020
9. Other current liabilities		
Current maturities of long-term borrowings (Refer note 5)	25,000,000	5,000,000
Employee benefits payable	17,439,121	9,440,496
Statutory dues payable	12,215,094	10,336,853
Advance from customers	9,142,478	3,631,131
Payable towards purchase of fixed assets	8,872,244	13,466,516
Deposits from customers	548,539	561,000
Interest accrued but not due, on borrowings	69,959	68,192
Vendor finance payable	-	134,155,863
Other payable	2,027,228	947,572
	75,314,663	**177,607,623**
10. Short-term provisions		
Provision for employee benefits		
Provision for gratuity (Refer note 35)	2,817,946	9,063,103
Compensated absences	1,118,598	1,133,931
Other provisions		
Provision for warranties (Refer note 37)	10,890,237	11,494,248
Provision for tax (net of advance tax)*	24,405,141	5,265,253
	39,231,922	**26,956,535**

*Advance tax ₹ 2,088,472 (Previous year: ₹ 2,088,472)

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

11A. Property, plant and equipment

	Free hold land	Building	Plant and machinery	Furniture and fitting	Office equipment	Vehicles	Total
Gross block							
Balance as at April 1, 2019	2,116,840	116,213,449	618,394,487	22,593,950	28,250,729	11,798,421	799,367,876
Additions during the year	-	6,465,979	30,912,252	996,286	3,702,718	-	42,077,235
Disposals during the year	-	41,650	5,446,881	341,478	178,359	-	6,008,368
Balance as at March 31, 2020	**2,116,840**	**122,637,778**	**643,859,858**	**23,248,758**	**31,775,088**	**11,798,421**	**835,436,743**
Additions during the year	-	-	41,111,368	1,212,068	4,733,061	-	47,056,497
Disposals during the year	-	-	6,220,623	247,115	288,892	-	6,756,630
Balance as at March 31, 2021	**2,116,840**	**122,637,778**	**678,750,603**	**24,213,711**	**36,219,257**	**11,798,421**	**875,736,610**
Accumulated depreciation							
Balance as at April 1, 2019	-	34,967,357	385,574,717	10,670,904	18,220,861	5,330,315	454,764,154
Depreciation for the year	-	3,146,711	41,170,528	1,874,781	4,153,363	913,126	51,258,509
Accumulated depreciation on disposal during the year	-	26,532	4,492,658	334,857	178,351	-	5,032,398
Balance as at March 31, 2020	**-**	**38,087,536**	**422,252,587**	**12,210,828**	**22,195,873**	**6,243,441**	**500,990,265**
Depreciation for the year	-	3,085,780	42,357,216	1,673,081	4,203,328	913,126	52,232,531
Accumulated depreciation on disposal during the year	-	-	5,213,947	156,357	272,537	-	5,642,841
Balance as at March 31, 2021	**-**	**41,173,316**	**459,395,856**	**13,727,552**	**26,126,664**	**7,156,567**	**547,579,955**
Net block							
Balance as at March 31, 2020	**2,116,840**	**84,550,242**	**221,607,271**	**11,037,930**	**9,579,215**	**5,554,980**	**334,446,478**
Balance as at March 31, 2021	**2,116,840**	**81,464,462**	**219,354,747**	**10,486,159**	**10,092,593**	**4,641,854**	**328,156,655**

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Panasonic Appliances India Company Limited

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

11B. Intangible assets

	Software	Technical know-how	Total
Gross block			
Balance as at April 1, 2019	10,950,744	20,149,041	31,099,785
Additions during the year	793,864	-	793,864
Deletions during the year	-	-	-
Balance as at March 31, 2020	**11,744,608**	**20,149,041**	**31,893,649**
Additions during the year	373,900	-	373,900
Deletions during the year	-	-	-
Balance as at March 31, 2021	**12,118,508**	**20,149,041**	**32,267,549**
Accumulated amotisation			
Balance as at April 1, 2019	9,045,525	17,378,381	26,423,906
Accumulated amortisation on disposal during the year	1,105,652	2,770,660	3,876,312
Deletions during the year	-	-	-
Balance as at March 31, 2020	**10,151,177**	**20,149,041**	**30,300,218**
Amortisation for the year	912,014	-	912,014
Accumulated amortisation on disposal during the year	-	-	-
Balance as at March 31, 2021	**11,063,191**	**20,149,041**	**31,212,232**
Net block			
Balance as at March 31, 2020	**1,593,431**	**-**	**1,593,431**
Balance as at March 31, 2021	**1,055,317**	**-**	**1,055,317**

11C. Capital work-in-progress

Balance as at April 1, 2019	3,225,474
Additions during the year	8,312,618
Capitalised during the year	3,225,474
Balance as at March 31, 2020	**8,312,618**
Additions during the year	1,179,736
Capitalised during the year	8,312,618
Balance as at March 31, 2021	**1,179,736**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	As at March 31, 2021	As at March 31, 2020
12. Long term loans and advances		
Unsecured and considered good		
To parties other than related parties		
Capital advances	290,860	1,647,227
Rental deposits	552,000	1,250,759
Security deposits	6,905,620	6,428,280
Balances with government authorities	1,119,335	1,060,000
Advance income tax (net of provisions for taxation)*	7,215,992	1,496,231
Other advances (unsecured)		
MAT credit entitlement	23,807,128	4,968,905
Considered good	-	-
Considered doubtful	4,801,968	4,801,968
Less: Provision for doubtful advances	(4,801,968)	(4,801,968)
	39,890,935	**16,851,402**
To related parties (Refer note 38)		
Rental deposits	-	450,000
	-	**450,000**
	39,890,935	**17,301,402**

*Provision for tax ₹ 1,172,737 (Previous year: ₹ 1,172,737)

13. Inventories		
(valued at lower of cost and net realisable value)		
Raw materials*	175,643,659	140,230,299
Work-in-progress	52,976,275	50,285,400
Finished goods	70,554,959	109,494,355
Stock-in-trade	16,419,108	17,267,384
Stores and spares	11,613,005	12,568,453
	327,207,006	**329,845,891**
Less: Provision for slow and non-moving inventories	(4,099,973)	(3,915,579)
	323,107,033	**325,930,312**

* Includes Goods-in-transit ₹ 19,797,764 (Previous year: ₹ 24,658,208)

14. Trade receivables		
Unsecured		
Receivable outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	504,222	454,643
Unsecured, considered doubtful	2,960,372	1,802,273
Less: Provision for doubtful debts	(2,960,372)	(1,802,273)
	504,222	**454,643**
Other receivables		
Unsecured, considered good	319,624,816	314,821,784
	319,624,816	**314,821,784**
	320,129,038	**315,276,427**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	As at March 31, 2021	As at March 31, 2020
15. Cash and cash equivalents		
Cash and cash equivalents		
Balances with banks		
- in current accounts	9,687,916	297,517
- in deposit account	40,000,000	-
	49,687,916	**297,517**
Details of bank balances/deposits		
Bank balances available on demand/deposits with original maturity of 3 months or less included under "Cash and cash equivalents"	49,687,916	297,517
Bank deposits due to mature within 12 months of the reporting date included under "Other bank balances"	-	-
Bank deposits due to mature after 12 months of the reporting date included under "Other non-current assets"	-	-
16. Short-term loans and advances		
Unsecured and considered good		
To parties other than related parties		
Rental deposits	1,845,964	1,027,205
Prepaid expenses	9,219,580	8,500,275
Advance to suppliers	2,413,192	340,333
Advance to employees	806,101	521,760
Balance with government authorities	80,089,396	71,975,916
Other advances	567,447	567,447
	94,941,680	**82,932,936**
To related parties (Refer note 38)		
Rental deposit	450,000	-
Advance to related parties	-	30,012
	450,000	**30,012**
	95,391,680	**82,962,948**
17. Other current assets		
Unsecured and considered good		
Interest accrued on deposit	291,367	427,481
Export benefit receivable	15,626,585	8,985,958
	15,917,952	**9,413,439**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
18. Revenue from operations		
Sale of products	2,521,332,363	2,738,795,172
Other operating revenue (scrap sales)	35,432,078	40,543,957
	2,556,764,441	**2,779,339,129**
Breakup of revenue from sale of products		
Manufactured goods		
Mixer and grinder	1,285,821,728	1,298,225,807
Electric rice cooker	1,077,587,961	1,292,801,958
Service parts and accessories	99,194,554	88,123,977
	2,462,604,243	**2,679,151,742**
Traded goods		
Mixer and grinder	2,371,778	4,305,717
Electric rice cooker	3,753,603	3,827,087
Others	52,602,739	51,510,626
	58,728,120	**59,643,430**
	2,521,332,363	**2,738,795,172**
19. Other income		
Interest income on deposits	241,421	869,760
Export incentives	24,521,510	24,332,581
Provision for inventory written back (net)	-	218,854
Gain on exchange fluctuation (net)	8,723,969	9,990,501
Liabilities no longer required written back	458,162	191,944
Miscellaneous income	1,216,245	729,092
	35,161,307	**36,332,732**
20. Cost of raw material consumed		
Inventories at the beginning of the year	140,230,299	120,483,559
Add: Purchases	1,440,704,706	1,722,479,960
Less: Inventories at the end of the year	(175,643,659)	(140,230,299)
	1,405,291,346	**1,702,733,220**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
20. Cost of raw material consumed (continued)		
Breakup of cost of raw material consumed		
Aluminium sheets and ingots	186,329,318	222,805,900
Motors	184,334,558	224,141,835
Stainless steel	114,630,893	156,752,006
Thermoplastic materials	96,807,892	117,804,140
Power cord	78,431,078	92,056,465
Cold rolled close annealed sheets	85,637,995	106,265,099
Teflon circles	23,874,934	29,527,908
Thermostat	18,404,944	22,507,211
Wet grinder drums	12,157,014	15,736,189
Paint	12,710,903	15,817,637
Others	591,971,817	699,318,830
	1,405,291,346	**1,702,733,220**
Details of inventories		
Aluminium sheets and ingots	23,887,735	11,081,024
Stainless steel	10,397,804	13,226,484
Motors	10,333,102	11,161,009
Power cord	8,287,404	8,428,556
Teflon circles	3,855,445	6,133,735
Thermoplastic materials	3,222,120	2,688,299
Cold rolled close annealed sheets	1,630,357	2,155,930
Others	114,029,692	85,355,262
	175,643,659	**140,230,299**
21. Purchase of traded goods		
Electric rice cooker	3,262,831	1,434,313
Others	40,752,912	49,495,720
	44,015,743	**50,930,033**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
22. Change in inventories of finished goods, work-in-progress and stock-in-trade		
Inventories at the beginning of the year		
Finished goods	109,494,355	25,389,168
Work-in-progress	50,285,400	20,439,908
Stock-in-trade	17,267,384	12,431,022
	177,047,139	**58,260,098**
Inventories at the end of the year		
Finished goods	70,554,959	109,494,355
Work-in-progress	52,976,275	50,285,400
Stock-in-trade	16,419,108	17,267,384
	139,950,342	**177,047,139**
	37,096,797	**(118,787,041)**
Details of inventories		
Finished goods		
Mixer and grinder	34,069,833	60,340,745
Electric rice cooker	33,676,575	47,117,086
Service parts and accessories	2,808,551	2,036,524
	70,554,959	**109,494,355**
Work-in-progress		
Electric rice cooker	29,867,034	28,283,987
Mixer and grinder	23,109,241	22,001,413
	52,976,275	**50,285,400**
Stock-in-trade		
Electric rice cooker	17,258	26,280
Mixer and grinder	-	11,334
Others	16,401,850	17,229,770
	16,419,108	**17,267,384**
23. Employee benefit		
Salaries, wages and bonus	295,154,651	297,222,614
Contribution to provident and other fund (Refer note 35)	17,549,577	23,850,655
Staff welfare expenses	38,731,627	35,382,235
	351,435,855	**356,455,504**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
24. Finance costs		
Interest expenses	10,403,071	11,893,242
	10,403,071	**11,893,242**
25. Depreciation and amortisation		
Depreciation of property, plant and equipment	52,232,531	51,258,509
Amortisation of intangible assets	912,014	3,876,312
	53,144,545	**55,134,821**
26. Other expenses		
Consumption of stores and spare parts	35,681,975	48,706,450
Power and fuel	43,945,977	52,016,389
Freight, clearing and forwarding	83,473,441	96,320,184
Sub-contractors charges	82,644,247	91,798,973
Rent (Refer note 33)	7,871,744	7,688,391
Repair and maintenance		
- Building	2,556,978	3,279,079
- Machinery	5,678,665	7,575,843
- Others	16,678,079	14,244,528
Insurance	7,761,325	7,330,579
Rates and taxes	3,562,876	4,175,092
Travelling expenses	27,879,365	48,721,913
Legal and professional fees (Refer note below)	15,999,722	15,834,443
Advertising and sales promotion	155,383,921	222,324,329
Bank charges	755,796	970,438
Telephone and other communication expenses	12,576,149	7,852,384
Printing and stationery	1,929,048	2,867,533
Warranty costs (Refer note 37)	9,931,165	18,708,782
Product development expenses	14,366,970	9,805,470
Royalty	27,057,061	27,700,508
Brand license fees	13,143,147	14,667,363
Directors sitting fees	1,460,000	1,380,000
CSR expenditure	-	112,339
Stock written off	386,268	527,297
Bad debts written off	109,932	135,854
Provision for inventory (net)	184,394	-
Provision for bad and doubtful debts (net)	1,158,099	35,012
Loss on sale/retirement of property, plant and equipment	870,371	765,643
Miscellaneous expenses	11,304,499	15,096,659
	584,351,214	**720,641,475**
Details of payment to auditor (exclusive of tax)		
As auditor:		
Audit fees	2,700,000	2,900,000
Tax audit fees	200,000	200,000
Other services	-	420,000
Reimbursement of expenses	194,365	271,725
	3,094,365	**3,791,725**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	As at March 31, 2021	As at March 31, 2020
27. Contingent liabilities		
27.1 Claims against the Company not acknowledged as debts		
Finance Act, 1994	7,401,833	7,401,833
West Bengal Value Added Tax Act, 2003	3,777,892	3,777,892
Uttar Pradesh Value Added Tax Act, 2008	-	579,716
West Bengal Sales tax Act, 1994	220,582	220,582
Central Excise Act, 1944	9,956,071	-
27.2 Capital and other commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances*	4,199,972	6,011,239

* The above capital commitments are primarily for the purchase of moulds and dies for development of new mixer grinder design.

28. Value of imports calculated on CIF basis

	Year ended March 31, 2021	Year ended March 31, 2020
Raw materials	393,928,165	490,497,174
Stock-in-trade	32,257,772	24,184,549
Capital goods	-	1,752,924
	426,185,937	**516,434,647**

29. Expenditure in foreign currency (accrual basis)

	Year ended March 31, 2021	Year ended March 31, 2020
Royalty	27,057,061	27,700,508
Brand license fee	13,143,147	14,667,363
Design and consultancy charges	24,354,440	31,219,766
Travel	-	1,974,188
Others	4,136,469	3,320,555
	68,691,117	**78,882,380**

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

30. Imported and indigenous raw materials and components consumed

	Year ended March 31, 2021		Year ended March 31, 2020	
	Value	**% of total consumption**	Value	% of total consumption
Raw materials and packing materials				
Import	392,614,975	28%	541,814,664	32%
Indigenous	1,012,676,371	72%	1,160,918,556	68%
	1,405,291,346	**100%**	**1,702,733,220**	**100%**
Stores and spares				
Import	-	-	-	-
Indigenous	35,681,975	100%	48,706,450	100%
	35,681,975	**100%**	**48,706,450**	**100%**

31. Earnings in foreign currency (accrual basis)

	Year ended March 31, 2021	Year ended March 31, 2020
FOB value of exports	730,092,865	676,241,011

32. Derivative Instruments and Unhedged foreign currency exposure

32.1 Derivatives outstanding as at the end of the year

During the year, a forward exchange contract of USD 360,648 (equivalent to ₹ 26,724,082) (Previous year: USD 449,127 (equivalent to ₹ 31,295,180)) entered into by the Company to cover the forecasted imported payable transactions. As at March 31, 2021 there are no outstanding forward exchange contracts.

32. 2 Un-hedged foreign currency exposure as at the end of the year

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at March 31, 2021		As at March 31, 2020	
	Amount in Foreign Currency	**Amount in Indian Rupees**	**Amount in Foreign Currency**	**Amount in Indian Rupees**
Trade receivable				
USD	2,121,272	150,359,239	366,363	27,318,225
EUR	12,934	986,092	-	-
Trade payable				
USD	1,665,998	122,199,363	1,316,328	99,655,974
JPY	4,094,789	2,776,266	5,283,531	3,687,883

33. Leases

Operating lease: Company as lessee

The Company had entered into leases for office premises and godown, all of which are cancellable. The lease period is one year and renewable at the end of the lease period. The total lease rental expense recognised in the statement of profit and loss during the year is ₹ 7,871,744 (Previous year: ₹ 7,688,391).

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

34. Details of dues to micro and small enterprises as defined under the Micro Small and Medium Enterprises Development Act 2006 (MSMED Act, 2006)

The management has identified the enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Such determination/identification has been done on the basis of information received and available with the Company and relied upon by the auditors. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2021 has been made in the financial statements based on information received and available with the Company.

		As at March 31, 2021	As at March 31, 2020
(a)	The amounts remaining unpaid to Micro, Small and Medium Enterprises Development Act, 2006 as at the end of the period		
	Principal	33,036,898	20,721,682
	Interest	158,321	478,633
(b)	The amount of interest paid by the buyer as per MSMED Act, 2006	478,633	138,785
(c)	The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	74,956,166	94,065,604
(d)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	158,231	455,286
(e)	The amount of interest accrued and remaining unpaid at the end of each accounting year	158,231	478,633
(f)	The amount of further interest remaining 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 the MSMED Act, 2006	-	-

35. Employee benefits

Defined contribution plans

The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The company's contribution is recognised as an expenses in the Statement of Profit and Loss during the period in which the employee renders the related service. The amount recognised as an expense towards contribution to Provident Fund for the year aggregated to ₹ 13,065,824 (Previous year: ₹ 12,879,523).

Defined benefit plans

The Company's gratuity benefit scheme is a defined plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past services and the fair value of any plan assets are deducted. The Calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method.

Notes to financial statements for the year ended March 31, 2021

(All amounts in Rupees, except share data and unless otherwise stated)

		As at March 31, 2021	As at March 31, 2020
A.	**Changes in the present value of the defined benefit obligations**		
	Opening defined benefit obligation	57,720,838	45,694,990
	Current service cost	4,290,876	3,487,687
	Interest cost	3,768,494	3,366,262
	Benefits paid	(1,417,641)	(532,694)
	Actuarial (gain)/loss on obligation	(1,617,980)	5,704,593
	Closing defined benefit obligation	**62,744,587**	**57,720,838**
B.	**Change in plan assets**		
	Opening fair value of plan assets	48,657,735	44,098,367
	Expected return	4,198,437	3,793,578
	Actuarial loss	(574,992)	(298,139)
	Contribution made in the current year	9,063,102	1,596,623
	Benefits settled	(1,417,641)	(532,694)
	Closing fair value of plan assets	**59,926,641**	**48,657,735**
C.	**Actual return on plan assets**		
	Expected return on plan assets	4,198,437	3,793,578
	Actuarial loss on plan assets	(574,992)	(298,139)
	Actual return on plan assets	**3,623,445**	**3,495,439**
D.	**Reconciliation of present value of the obligation and the fair value of the plan assets**		
	Present value of defined benefit obligation	62,744,587	57,720,838
	Fair value of plan assets	(59,926,641)	(48,657,735)
	Net liability recognised in Balance sheet	**2,817,946**	**9,063,103**
E.	**Expenses recognised in Statement of profit and loss**		
	Current service cost	4,290,876	3,487,687
	Interest cost on benefit obligation	3,768,494	3,366,262
	Expected return on plan assets	(4,198,437)	(3,793,578)
	Net actuarial (gain)/loss recognised in the year	(1,042,988)	6,002,732
	Net benefit expense included in "Employees benefits"	**2,817,945**	**9,063,103**
F.	**Assumptions at Balance sheet date**		

	Year ended March 31, 2021	Year ended March 31, 2020
Discount rate	6.44%	6.61%
Salary escalation rates	5.00%	5.00%
Attrition rate	3.90%	5.19%
Expected rate of return on plan assets	8.00%	8.00%

Note:

The gratuity expenses have been recognised in "Contribution to provident and other funds" under Note 23 in the Statement of Profit and Loss.

Plan assets comprise of contribution to Group Gratuity Scheme of Life Insurance Corporation of India.

Notes to financial statements for the year ended March 31, 2021

(All amounts in Rupees, except share data and unless otherwise stated)

Experience adjustment for the current and previous three financial years are as follows:

	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
Defined benefit obligation	62,744,587	57,720,838	45,694,990	39,116,645
Plan assets	59,926,641	48,657,735	44,098,367	34,444,463
Deficit	(2,817,945)	(9,063,103)	(1,596,623)	(4,672,182)
Experience adjustments on plan liabilities gain/(loss)	1,776,105	(4,134,001)	(771,324)	(842,342)
Experience adjustments on plan assets (loss)/gain)	(574,992)	(298,139)	2,518,283	(2,607,267)

36. Segment reporting

The Company consider its business segment as its primary segment. The Company is engaged in the business of manufacturing and trading of consumer durable goods and there are not more than one reportable segment as envisaged under Accounting Standard 17. Accordingly, amounts appearing in these financial statements relates to only sale of consumer durable goods.

Secondary segment information

The company operates mainly in three geographical areas, India, SAARC countries and Rest of the world. The SAARC countries consist of Afghanistan, Bangladesh, Bhutan, Maldives, Pakistan, Sri Lanka and Nepal, which form part of SAARC countries. Management has reviewed those geographical areas vis-à-vis the risk and return that encompass them. While arriving at this, management has reviewed the similarity of the economic and political conditions, relationship between operations in these geographical areas, proximity of operations, and special risks if any associated with operations in these area.

Revenue

	Year ended March 31, 2021	Year ended March 31, 2020
India	1,826,671,576	2,103,098,117
SAARC countries	267,651,648	176,614,025
Rest of the world	462,441,217	499,626,987
	2,556,764,441	**2,779,339,129**

Carrying value of Segment assets

	As at March 31, 2021	As at March 31, 2020
India	1,023,132,852	1,068,171,792
SAARC countries	79,774,794	13,778,114
Rest of the world	71,608,616	13,584,666
	1,174,516,262	**1,095,534,572**

Other Segment information - Capital expenditure

	Year ended March 31, 2021	Year ended March 31, 2020
India		
Property, plant and equipment	47,056,497	42,077,235
Intangible assets	373,900	793,864
Capital work-in-progress	1,179,736	8,312,618
SAARC countries	-	-
Rest of the world	-	-
	48,610,133	**51,183,717**

Fixed assets used in the Company's business, assets or liabilities contracted in the course of business, other than those specifically identifiable, have not been identified to any of the reportable segments, as the fixed assets are used

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

Segment reporting (continued)

interchangeably between segments. The Company believes that it is currently not practicable to provide segment disclosures relating to such assets and liabilities since a meaningful segregation of the available data is onerous.

37. Disclosure relating to certain provisions (as per Accounting Standard 29)

A provision is estimated for expected warranty claims in respect of products sold during the year on the basis of technical evaluation and past experience regarding failure trends of products and cost of rectification and replacement.

	As at March 31, 2021	As at March 31, 2020
At the beginning of the year	17,755,648	12,365,517
Provision made during the year	9,931,165	18,708,782
Provision utilised during the year	(11,415,702)	(13,318,651)
At the end of the year	**16,271,111**	**17,755,648**
Short-term	10,890,237	11,494,248
Long-term	5,380,874	6,261,400

38. Related party transactions

A. Names of related parties and related party relationship

Related parties where control exists

Holding company Panasonic Corporation, Japan

Related parties with whom transactions have taken place

Fellow subsidiaries
Branch of Panasonic Asia Pacific Pte. Ltd, Cambodia
Panasonic India Private Limited
Panasonic A.P. Sales (Thailand) Co. Ltd.
Panasonic Asia Pacific Pte. Ltd, Myanmar
Panasonic Australia Pty. Ltd.
Panasonic Business Support Europe GmbH, Germany
Panasonic Canada Inc., USA
Panasonic Consumer Electronics Co., USA
Panasonic Consumer Service Group Texas, USA
Panasonic Corporation Home Appliances Company, Japan
Panasonic Corporation of North America, USA
Panasonic Customer Services Europe, Germany
Panasonic DE Mexico S.A & DE C.V, USA
Panasonic Greater Mekong Marketing and Sales, Singapore
Panasonic Hong Kong Co. Ltd.
Panasonic Industrial Devices Automation Controls Sales Asia Pacific, Singapore
Panasonic Logistics Asia Pacific, Singapore
Panasonic Malaysia Sdn. Bhd.
Panasonic Manufacturing Philippines Corporation
Panasonic Marketing Middle East & Africa FZE, Dubai
Panasonic Procurement Malaysia Sdn. Bhd.
Panasonic R&D Company of America
Panasonic Singapore
Panasonic Taiwan Co. Ltd.
Panasonic UK, a branch of Panasonic Marketing Europe GmbH

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Panasonic Vietnam Co. Ltd. Pana Care Service Centre Co. Ltd, Myanmar PT Panasonic Gobel Indonesia Relo Panasonic Excel International Co. Ltd, Japan
Key Management Personnel	T. Ganesan, Managing Director Jayaprakash Kalappan, Chief Financial Officer and Company Secretary Ken Nakayama, Executive Director (till November 30, 2020)

B. The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial years.

	Year ended March 31, 2021	Year ended March 31, 2020
Sale of goods		
Panasonic Logistics Asia Pacific	426,853,445	482,795,042
Panasonic Corporation Home Appliances Company	31,634,068	13,931,107
Panasonic India Private Limited	29,071,734	101,117,841
Panasonic Consumer Service Group Texas	833,230	360,294
Panasonic Marketing Middle East & Africa FZE	732,185	536,075
Panasonic Malaysia Sdn. Bhd.	650,658	577,749
Panasonic Procurement Malaysia Sdn. Bhd.	295,399	175,975
Panasonic Customer Services Europe	195,444	565
Panasonic Australia Pty. Ltd.	109,058	28,020
Panasonic A.P.Sales (Thailand) Co. Ltd.	80,946	103,739
Panasonic Manufacturing Philippines Corporation	41,464	36,164
Panasonic Vietnam Co. Ltd.	24,850	81,776
Panasonic Asia Pacific Pte. Ltd.	24,531	28,125
Panasonic Singapore	10,206	11,879
PT Panasonic Gobel Indonesia	7,308	9,527
Panasonic Canada Inc.	1,819	412,523
Panasonic DE Mexico S.A & DE C.V.	1,332	1,279
Pana Care Service Centre Co. Ltd.	361	-
Branch of Panasonic Asia Pacific Pte. Ltd.	-	30,315
Purchase of goods		
Panasonic Singapore	23,043,959	-
Panasonic India Private Limited	5,636,686	28,598,340
Panasonic UK, a branch of Panasonic Marketing Europe GmbH	3,997,908	-
Panasonic Industrial Devices Automation Controls Sales Asia Pacific	404,460	674,986
Panasonic Corporation	112,756	69,298
Panasonic Taiwan Co. Ltd.	79,844	234,152
Panasonic Logistics Asia Pacific	8,798	70,589
Panasonic Hong Kong Co. Ltd.	-	17,195
Panasonic Greater Mekong Marketing and Sales	-	23,055,570
Purchase of fixed assets		
Panasonic India Private Limited	2,169,728	-
Reimbursement of expenses paid		
Panasonic India Private Limited	16,975,123	5,002,361
Panasonic Corporation	8,506,381	8,403,091
Panasonic Manufacturing Philippines Corporation	938,568	725,496

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
Panasonic Corporation of North America	272,475	407,600
Panasonic Singapore	188,684	84,734
Panasonic Australia Pty. Ltd.	167,816	172,090
Panasonic Business Support Europe GmbH	50,694	-
Panasonic R&D Company of America	-	18,112,373
Panasonic Consumer Electronics Co.	-	912,342
Relo Panasonic Excel International Co. Ltd.	-	205,307
Panasonic A.P. Sales (Thailand) Co. Ltd.	-	57,785
Rent paid		
Panasonic India Private Limited	1,221,442	1,201,297
Royalty paid		
Panasonic Corporation	27,057,061	27,700,508
Brand license fees paid		
Panasonic Corporation	13,143,147	14,669,595
Remuneration paid		
T. Ganesan	8,757,893	8,757,893
Jayaprakash Kalappan	5,172,600	4,993,748
Ken Nakayama	2,604,000	4,200,000

The following table provides the details of the balances that have been with the related parties at the end of the relevant financial years:

	As at March 31, 2021	As at March 31, 2020
Trade receivables		
Panasonic Logistics Asia Pacific	66,616,274	13,331,209
Panasonic India Private Limited	7,740,701	2,650,147
Panasonic Corporation Home Appliances Company	4,463,261	19,999
Panasonic Marketing Middle East & Africa FZE	176,067	-
Panasonic Malaysia Sdn. Bhd.	154,686	58,130
Panasonic Consumer Service Group Texas	62,437	27,325
Panasonic Asia Pacific Pte. Ltd.	9,226	-
Pana Care Service Centre Co. Ltd.	358	-
Panasonic A.P.Sales (Thailand) Co. Ltd.	-	29,620
Panasonic Vietnam Co. Ltd.	-	11,330
Panasonic Canada Inc.	-	1,629
Trade payables		
Panasonic Corporation	33,709,899	31,728,262
Panasonic India Private Limited	3,881,003	2,042,179
Panasonic Corporation of North America	145,233	-
Panasonic R&D Company of America	-	3,787,500
Advance to related parties		
Panasonic Taiwan Co. Ltd.	-	21,468
Panasonic Logistics Asia Pacific	-	8,544

Notes to financial statements for the year ended March 31, 2021
(All amounts in Rupees, except share data and unless otherwise stated)

	As at March 31, 2021	As at March 31, 2020
Rent deposit paid		
Panasonic India Private Limited	450,000	450,000

39. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations

	Year ended March 31, 2021	Year ended March 31, 2020
Net profit for calculation of EPS	105,885,512	36,670,607
Weighted average number of equity shares	12,676,712	12,676,712
Basic EPS (in ₹)	8.35	2.89
Diluted EPS (in ₹)	8.35	2.89
Face value per share (in ₹)	10	10

40. Transfer pricing

The Company has entered into international transactions with related parties. For the year ended March 31, 2020 the Company has obtained an Accountant's report from a chartered accountant in respect of international/domestic transactions with related parties as required by the relevant provisions of the Income Tax Act, 1961 and the same has been filed with tax authorities. For the current year, the Company confirms that it has maintained documents as prescribed by the Income Tax Act, 1961, to prove that these international/domestic transactions are at arm's length and the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

41. During the year ended March 31, 2021 based on the Management's commitment towards continuous improvement of the business and operational efficiency, and strengthening of internal controls, the management initiated an examination and assessment of the marketing and procurement expenditure by engaging an independent external expert. The report of the independent external expert did not identify the occurrence of any financial irregularities. The management has evaluated the implications of the observations in the report and concluded that there are no material misstatements in the financial statements of the current or past years in this regard. However, such evaluation identified certain material weaknesses in the internal controls related to the marketing and procurement expenditure. The management is in the process of strengthening these controls related to the aforesaid processes.

42. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of assets including trade receivables, inventories and other current/noncurrent assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has used internal and external sources of information on the expected future performance of the Company. The Company has performed sensitivity analysis (wherever applicable) on the assumptions used and based on current estimates expects that the carrying amount of these assets will be recovered. The Company will continue to closely monitor any material changes to future economic conditions.

43. Prior period comparatives

Previous year's figures have been regrouped/reclassified, wherever necessary to conform to current year's classification.

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants
Firm registration No. : 101248W/W-100022

Nachiappan Subramanian
Partner
Membership No.: 218727

Chennai, December 6, 2021

for and on behalf of the Board of Directors of
Panasonic Appliances India Company Limited
CIN: U30007TN1988PLC016184

T. Ganesan
Managing Director
DIN: 08377223

K. Subramanian
Director
DIN: 00019088

Ajit Gopal Nambiar
Director
DIN: 00228857

Jayaprakash Kalappan
CFO & Company Secretary

Chennai, December 6, 2021

INTRODUCING

MONSTER

750 W

NEW ARRIVAL

5 YEARS WARRANTY FOR MOTOR

POWER AND CONVENIENCE AT IT'S BEST

It's Not Just A Mixie It's Beyond That

GRINDS EVEN A SINGLE PEPPER

MX-AE475 (Red)

CHUTNEY LID WITH PUSHER ATTACHMENT | FOR CHUTNEY GRINDING.

DOME LID | FOR BLENDING & BATTER GRINDING.

SPICE GRINDING LID | FOR DRY GRINDING.

MX-AE475 (Silver)

MX-AE375 (Blue)

MX-AE375 (White)

MX-AE390 (Black)

elements SERIES SUPER MIXER GRINDER

NOW LAUNCHING 600 W

CHUTNEY JAR WITH CONVENIENT PUSHER

MX-AV625 (6 Jars) ROSE GOLD | MX-AV625 (6 Jars) EARTHY SILVER | MX-AV425 (4 Jars) SUNSTONE ORANGE | MX-AV425 (4 Jars) CHARCOAL BLACK | MX-AV425 (4 Jars) RUSTIC RED | MX-AV425 (4 Jars) QUARTZ YELLOW | MX-AV325 (3 Jars) CORAL BLUE | MX-AV325 (3 Jars) TOPAZ YELLOW | MX-AV325 (3 Jars) MARBLE GOLD | MX-AV325 (3 Jars) MARBLE SILVER

SUPER MIXER GRINDER (60 SERIES) 550 W

Comes with Multi Utility All Purpose Storage Container

Long Lasting Polycarbonate Blender Jar & Lid
*Use Under Normal Condition

MX-AC560 (METALLIC BRONZE)

Long Lasting Polycarbonate Blender Jar & Lid
*Use Under Normal Condition

MX-AC460 (BLACK)

Long Lasting Polycarbonate Lid
*Use Under Normal Condition

MX-AC360S (CHERRY)

Long Lasting Polycarbonate Lid
*Use Under Normal Condition

MX-AC360S (GREY)

COMMON FEATURES:

- 100% COPPER WOUND MOTOR
- DOUBLE LOCKING SYSTEM
- MAGIC SEAL PROTECTION
- EFFICIENT COOLING FAN
- FLOW BREAKER IN JARS
- CIRCUIT BREAKER SYSTEM

鮮 EXPERIENCE FRESH

Panasonic Appliances India Company Limited

Registered Office & Factory: National Highway No.5, Sholavaram Village, Ponneri Taluk,
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