

Quarterly compliance report on Corporate Governance

1. Name of Listed Entity: India Nippon Electricals Ltd
2. Quarter ending: 31st Dec 2015

| I. Composition of Board of Directors | | | | | | | | |
|---|----------------------|-------------------------|---|--|---------|---|--|---|
| Title (Mr /Ms) | Name of the Director | PAN ^{\$} & DIN | Category (Chairperson /Executive/Non- Executive/independent/Nominee) ^{&} | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr | T K Balaji | AAFPB7797J & 00002010 | Chairman and NE | | | 3 | 3 | 1 |
| Mr | K Seshadri | AAHPS0060R & 00301839 | NE | | | 1 | 4 | 0 |
| Mr | KG Raghavan | ACEPR8858H & 00359471 | I | Appointed on 27 th Aug 2014 | 2 | 1 | 0 | 1 |
| Mr | V Balaraman | AAAPB3329D & 00267829 | I | Appointed on 27 th Aug 2014 | 2 | 3 | 6 | 2 |
| Mr | G Chidambar | AEDPC2704A & 00017015 | I | Appointed on 27 th Aug 2014 | 2 | 1 | 2 | 1 |
| Mr | Arvind Balaji | AALPA3558Q & 00557711 | E | | | 1 | 1 | 0 |
| Mr | T Momose | NA & 06984707 | NE | | | 1 | 0 | 0 |
| Mr | R Vijayaraghavan | AAFPV6706P & 00026763 | I | Appointed on 27 th Aug 2014 | 2 | 5 | 4 | 5 |
| Mrs | Jayshree Suresh | AAFP0115Q & 06861217 | I | Appointed on 27 th Aug 2014 | 2 | 1 | 0 | 0 |
| Mr | M Namatame | N.A. & 03353077 | NE | Ceased w.e.f. 28.10.2015 | | 1 | 0 | 0 |

^{\$}PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

| II. Composition of Committees | | | |
|---|---|--|--|
| <i>Name of Committee</i> | <i>Name of Committee members</i> | <i>Category (Chairperson/Executive/Non- Executive/independent/Nominee) \$</i> | |
| 1. Audit Committee | Mr K G Raghavan Mr K Seshadri Mr V Balaraman Mr R Vijayaraghavan Mr G Chidambar | Chairperson-Non Executive-Independent Non-Executive Non Executive-Independent Non Executive-Independent Non Executive –Independent | |
| 2. Nomination & Remuneration Committee | Mr V Balaraman Mr T K Balaji Mr R Vijayaraghavan | Chairperson-Non Executive-Independent Non-Executive Non Executive-Independent | |
| 3. Risk Management Committee(if applicable) | NA | | |
| 4. Stakeholders Relationship Committee' | Mr T K Balaji Mr K Seshadri Mr G Chidambar | Chairperson-Non-Executive Non-Executive-Non Non-Executive-Independent | |
| &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen | | | |
| III. Meeting of Board of Directors | | | |
| <i>Date(s) of Meeting (if any) in the previous quarter Jul-Sep 2015</i> | <i>Date(s) of Meeting (if any) in the relevant Quarter Oct-Dec 2015</i> | <i>Maximum gap between any two consecutive (in number of days)</i> | |
| 03.08.2015 27.08.2015 | 28.10.2015 | 61 days | |
| IV. Meeting of Committees | | | |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| Stakeholders Relationship Committee-12.10.2015 Audit Committee-28.10.2015 Nomination & Remuneration Committee-NIL CSR Committee-NIL | YES YES | 06.07.2015 03.08.2015 03.08.2015 03.08.2015 | 97 days 85days |

(*) This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

| V. Related Party Transactions | |
|---|---|
| Subject | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained | YES |
| Whether shareholder approval obtained for material RPT | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | YES |
| <p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> | |
| VI. Affirmations | |
| <ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed will be placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: | |
| <p>Name & Designation</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO</p> | |

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.