

General information about company

| | |
|--|------------------------------|
| Scrip code | 532240 |
| NSE Symbol | INDNIPPON |
| MSEI Symbol | |
| ISIN | INE092B01025 |
| Name of the entity | INDIA NIPPON ELECTRICALS LTD |
| Date of start of financial year | 01-04-2019 |
| Date of end of financial year | 31-03-2020 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2019 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|--------------------------|------------|----------|--|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 1 | Mr | T K BALAJI | AAFPB7797J | 00002010 | Non-Executive - Non Independent Director | Chairperson | | 12-07-1948 | 28-07-1986 | 24-08-2017 | | | 2 | 0 | 2 | 0 | | |
| 2 | Mr | Arvind Balaji | AALPA3558Q | 00557711 | Executive Director | Not Applicable | MD | 08-12-1974 | 01-04-2013 | 01-04-2018 | | | 1 | 0 | 0 | 0 | | |
| 3 | Mr | Anant Jaivant Talaulicar | AAAPT2311F | 00031051 | Non-Executive - Independent Director | Not Applicable | | 11-07-1961 | 06-04-2019 | | | 6 | 4 | 4 | 3 | 0 | | |
| 4 | Mr | V Balaraman | AAAPB3329D | 00267829 | Non-Executive - Independent Director | Not Applicable | | 18-08-1946 | 27-08-2014 | 16-08-2019 | | 66 | 1 | 1 | 2 | 0 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 5 | Mrs | Jayshree Suresh | AAFPP0115Q | 06861217 | Non-Executive - Independent Director | Not Applicable | | 02-10-1952 | 27-08-2014 | 16-08-2019 | | 66 | 1 | 1 | 1 | 0 | | |
| 6 | Mr | T Momose | ZZZZZ9999Z | 06984707 | Non-Executive - Non Independent Director | Not Applicable | | 29-09-1959 | 27-08-2014 | 27-08-2018 | | | 1 | 0 | 0 | 0 | Textual Information(2) | |
| 7 | Mr | Mukesh Kumar Somani | AAXPS2995K | 06608983 | Non-Executive - Non Independent Director | Not Applicable | | 16-10-1970 | 28-05-2016 | | | | 1 | 0 | 0 | 0 | | |
| 8 | Ms | Priyamvada Balaji | AAKPP1194L | 00730712 | Non-Executive - Non Independent Director | Not Applicable | | 23-10-1978 | 29-01-2018 | | | | 1 | 0 | 1 | 0 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 9 | Mr | K G Raghavan | ACEPR8858H | 00359471 | Non-Executive - Independent Director | Not Applicable | | 02-05-1954 | 27-08-2014 | 16-08-2019 | | 66 | 1 | 1 | 1 | 1 | | |
| 10 | Mr | R Vijayaraghavan | AAFPV6706P | 00026763 | Non-Executive - Independent Director | Not Applicable | | 02-01-1950 | 27-08-2014 | 16-08-2019 | | 66 | 4 | 4 | 10 | 5 | | |

Text Block

Textual Information(1)

Mr T Momose is a Japanese National and does not possess a PAN.

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00359471 | K G Raghavan | Non-Executive - Independent Director | Chairperson | 27-03-2018 | | |
| 2 | 00267829 | V Balaraman | Non-Executive - Independent Director | Member | 27-03-2018 | | |
| 3 | 00026763 | R Vijayaraghavan | Non-Executive - Independent Director | Member | 27-03-2018 | | |
| 4 | 00031051 | Anant Jaivant Talaulicar | Non-Executive - Independent Director | Member | 30-05-2019 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00267829 | V Balaraman | Non-Executive - Independent Director | Chairperson | 06-08-2014 | | |
| 2 | 00002010 | T K BALAJI | Non-Executive - Non Independent Director | Member | 06-08-2014 | | |
| 3 | 00026763 | R Vijayaraghavan | Non-Executive - Independent Director | Member | 06-08-2014 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00026763 | R Vijayaraghavan | Non-Executive - Independent Director | Chairperson | 29-01-2018 | | |
| 2 | 00002010 | T K BALAJI | Non-Executive - Non Independent Director | Member | 29-01-2018 | | |
| 3 | 06861217 | Jayshree Suresh | Non-Executive - Independent Director | Member | 06-04-2019 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 06861217 | Jayshree Suresh | Non-Executive - Independent Director | Chairperson | 06-08-2014 | | |
| 2 | 00557711 | Arvind Balaji | Executive Director | Member | 06-08-2014 | | |
| 3 | 00730712 | Priyamvada Balaji | Non-Executive - Non Independent Director | Member | 06-04-2019 | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | 30-05-2019 | | | | Yes | | |
| 2 | | 13-08-2019 | 74 | | Yes | 8 | 4 |

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|----|---------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| 1 | Audit Committee | 30-05-2019 | | | | Yes | | |
| 2 | Audit Committee | 13-08-2019 | 74 | | | Yes | 3 | 3 |
| 3 | Nomination and remuneration committee | 30-05-2019 | | | | Yes | | |
| 4 | Stakeholders Relationship Committee | 30-05-2019 | | | | Yes | | |
| 5 | Stakeholders Relationship Committee | 13-08-2019 | 74 | | | Yes | 3 | 2 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--|--|-------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | Yes | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |
| Disclosure of notes of material transaction with related party | | | Textual Information(1) |

Text Block

Textual Information(1)

Report on material related party transactions with TVS Motor Company Ltd during the period 1st Apr'19 to 30th Sep'19. As per the Regulation 27 (2) of the SEBI (LODR) Reg.2015 details of all transactions with related parties as defined under Reg.2(1) (zc) of SEBI (LODR) Reg 2015 is given below:

Name of the related party: TVS Motor Company Ltd

Nature of related party relationship: Related to Ultimate Parent Company

Nature of Transactions: Purchase of Goods:

Value of Transactions: NIL (Apr'19-Sep'19)

Nature of transactions: Sale of goods

Value of transaction:Rs.6979.67 Lakhs (Jul'19-Sep'19)

Value of transaction: Rs.14694.87 Lakhs (Apr'19-Sep'19)

Provision of services:

Value of Transactions: NIL (Apr'19-Sep'19)

Remarks: Approvl of the shareholders obtained at the AGM held on 27.08.2018.

Annexure 1**VI. Affirmations**

| Sr | Subject | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | 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. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | G Venkatram |
| 2 | Designation | Company Secretary and Compliance Officer |

Text Block

Annexure III

III. Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--------------------------------------|--|--------------------------------------|-------------------------------|---|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | No | Mr K G Raghavan, the Chairman of the Audit & Risk Management Committee, who could not be present at the AGM due to unavoidable circumstances, had requested Mr R Vijayaraghavan, an Independent Director and Member of the Audit & Risk Management Committee (A&RMC) to represent the Audit Committee and to address queries, if any, from the shareholders with respect to Accounts and Audit. |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

Annexure III

| | | |
|---|-------------------|--|
| 1 | Name of signatory | G Venkatram |
| 2 | Designation | Company Secretary and Compliance Officer |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | G Venkatram |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Chennai |
| Date | 12-10-2019 |

