

INDIA NIPPON ELECTRICALS LIMITED

Regd. Office: 'Aalim Centre' 2nd Floor, No.82, Dr Radhakrishnan Salai
Mylapore, Chennai-600004 CIN: L31901TN1984PLC011021
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Notice to Shareholders

NOTICE is hereby given that the Thirty First Annual General Meeting of the Shareholders of India Nippon Electricals Limited will be held on Saturday the 27th August 2016 at Satguru Gnanananda Hall, 314, T.T.K. Road, Chennai 600018 at 10.35 A.M. to transact the following business.

Ordinary Business

1. Adoption of audited accounts for the year ended 31st March 2016 and the Directors' and Auditors' report.

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT the audited Balance Sheet as at 31st March 2016 and the Profit and Loss account of the Company for the year ended on that date, together with the Directors' report and the Auditors' report thereon as presented to the meeting be and are hereby approved and adopted.

2. Declaration of Dividend for the year 2015-16

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

Resolved that the first and second interim dividends respectively of Rs.4 and Rs.5 declared by the Board of Directors of the company on 29th January 2016 and 26th March 2016 on 11310712 equity shares of Rs.10 each fully paid, absorbing a total sum of Rs.1017.97 lacs (excluding dividend tax of Rs.209.09 lacs paid) in the aggregate, be and are hereby treated as the final dividend for the year ended 31st March 2016.

3. To ratify the appointment of Auditors, Ms Brahmayya & Co., Chennai

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act 2013 and Rules made thereunder, the re-appointment of M/s Brahmayya & Co., Chartered Accountants (Regn.No.000511S) for the third year out of the total term of three years as approved by the shareholders of the company at the Annual General meeting held on 27th August 2014 be and is hereby ratified.

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4. Election of Mr T Momose as Director, liable for retirement by rotation

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT Mr T Momose (DIN: 06984707), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable for retirement by rotation.

SPECIAL BUSINESS

5. Appointment of Mr Mukesh Kumar Somani as a Director not liable for retirement by rotation:

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

Resolved that Mr Mukesh Kumar Somani (DIN: 06608983), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as Director of the Company not liable for retirement by rotation.

6. Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2016-17

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

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.2.20 lacs plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses, for the financial year commencing on 1st April 2016 and ending on 31st March, 2017, as recommended by the Audit Committee and as approved by the Board of Directors of the Company on 28th May 2016, to be paid to Mr K Suryanarayanan, Cost Accountant (Registration No.24946), be and is hereby ratified and confirmed.”

Chennai
28th May 2016

By order of the Board
S SAMPATH
Company Secretary



NOTES:

- a. **A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy and the proxy need not be a member. The instrument appointing proxy and the power of attorney or other authority, if any, should be deposited at the registered office of the Company not later than 48 hours before the time fixed for holding the meeting. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.**
- b. The Register of Members and Share Transfer Books of the Company will remain closed from 21st August 2016 to 27th August 2016 [both days inclusive] for the purpose of annual general meeting.
- c. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, dividends declared for the year ended 31st March 2010 and for the subsequent years, which remain unclaimed for a period of 7 years will be transferred to the Investors Education and Protection Fund on due dates. Members who have not encashed their dividend warrants are requested to make their claims with the Company by surrendering the unencashed dividend warrants immediately.
- d. In terms of SEBI (LODR) Regulations 2015, a brief resume of Mr T Momose who is proposed to be re-appointed as director at this meeting and Mr Mukesh Kumar Somani, who is being appointed as a director not liable for retirement by rotation, is given below.
- e. The Notice of the 31st Annual General Meeting of the Company and instructions for remote e-voting, along with the Attendance slip and proxy form, is being sent by electronic mode to all members whose e.mail addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their e.mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
- f. Members are requested to affix their signature at the space provided on the attendance slip annexed to proxy form and hand over the slip at the entrance of the meeting hall.
- g. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company on all working days between 10.00 am and 12.00 noon.
- h. As a measure of economy, copies of the annual report will not be distributed at the meeting hall. Members are, therefore, requested to bring their copy of the annual report.

Item no.4 of the Notice to shareholders

Mr Tadayo Momose was born on 29th Sep 1959. He holds a Bachelor degree in Law and Economics from Chiba University, Japan. He served Nissan Motor Co Ltd, Japan from 1982 to

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2014. He joined Mahle Electric Drives Japan Corporation (erstwhile Kokusan Denki Co Ltd, Japan) in April 2014 as Operating Officer/ Dy. General Manager of Sales division.

He does not hold any share in the Company. He is not related to any director of the company in terms of the Companies Act 2013.

The resolution is recommended for the approval of the shareholders.

EXPLANATORY STATEMENTS

THE FOLLOWING EXPLANATORY STATEMENTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES 2013 SET OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS UNDER ITEM NOS.5 AND 6 OF THE ACCOMPANYING NOTICE DATED 28TH MAY 2016.

ITEM NO.5 OF THE NOTICE TO SHAREHOLDERS

Mr Mukesh Kumar Somani was born on 16th October 1970. He holds a Bachelor degree in Commerce and is a Chartered Accountant and a Company Secretary. He started his career in the year 1994 as a Senior Project Executive with Indbank Merchant Banking Services Ltd, Mumbai and Delhi and served for 4 years; he thereafter served Vintron Informatics Ltd., Delhi as AGM Finance from 1998 until 2003. He was the Finance Manager in Maruti Suzuki, Gurgaon for 2 years upto 2005 after which he served Emirates Shipping Agencies India & CSAV Group, Delhi as CFO & Company Secretary for 5 years before joining as Sr. GM - Finance & Corporate Affairs with Subros Limited, Delhi in 2010. He joined MAHLE Holding India in the year 2012 and is an India Region CFO (Director) & Company Secretary.

He does not hold any share in the Company. He is not related to any director of the company in terms of the Companies Act 2013.

INTEREST OF DIRECTORS

Mr Mukesh Kumar Somani is interested in this resolution.

The resolution is recommended for the approval of the shareholders.

ITEM NO.6 OF THE NOTICE TO SHAREHOLDERS

At the meeting of the Board of Directors of the Company held on the 28th May 2016, the Board has approved, after considering the recommendation of the Audit Committee, the appointment of Mr K Suryanarayanan, Cost Accountant (Registration No.24946), for the conduct of the Cost Audit of the Company at a remuneration of Rs.2.20 lacs plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending March 31, 2017. The remuneration approved by the Board of Directors needs to be ratified by the shareholders under Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

The resolution at Item No.6 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.



None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.6.

The resolution is recommended for the approval of the shareholders.

INSTRUCTIONS FOR MEMBERS OPTING FOR REMOTE E-VOTING:

a)	<p>The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL) in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.</p> <p>'Electronic voting system' means a secured system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour of or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralised server with adequate cyber security.</p> <p>'Remote e-voting' means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.</p>
b)	<p>The facility for voting through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.</p>
c)	<p>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 fixed for this purpose, viz., 20th August 2016.</p>
d)	<p>Mr S Ananthanarayan (CP 1828), Practicing company Secretary, Chennai has been appointed as Scrutinizer for conducting the e-Voting process in a fair and transparent manner.</p>
(e)	<p>Members are requested to read the instructions given below:</p>
(A)	<p>The instructions for e-voting are as under:</p>
	<p>In case of members' receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:</p>

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(i)	Open e-mail and then open PDF file viz., "India Nippon Electricals Limited –31st AGM remote e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
(ii)	Launch internet browser by typing the following URL in the address bar: ww.evoting.nsdl.com
(iii)	Click on shareholder – Login
(iv)	Enter User ID and password as initial password noted in step (i) above. Click Login.
(v)	Password change menu appears. Change the password with new password with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
(vi)	Home page of remote e-voting opens. Go to "remote e-voting" icon and select "Active Remote E-voting Cycles".
(vii)	Select "EVEN" of India Nippon Electricals Limited.
(viii)	Now members are ready for remote e-Voting as Cast Vote page opens.
(ix)	Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
(x)	Upon confirmation, the message "Vote cast successfully" will be displayed.
(xi)	Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.
(xii)	Institutional members (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 the attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to 'geetakumar2000@yahoo.com' with a copy marked to evoting@nsdl.co.in and kr.raman@scl.co.in .



(B)	In case of members receiving physical copy of the Notice of AGM:
(i)	Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

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

(ii)	Please follow all steps carefully as explained in sl no.(e) (A) (ii) to (xii) above to cast vote.
(f)	In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for members and remote e-Voting user manual for members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-24994600.
(g)	If members are already registered with NSDL for remote e-Voting, then they can use their existing user ID and password for casting the vote.
(h)	Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
(i)	The remote e-Voting period commences from 9 AM on 24 th Aug 2016 and ends by 5 PM on 26 th Aug 2016. During this period, members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 20 th August 2016, may cast their votes electronically. The remote e-Voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.
(j)	Members who have already exercised their voting through remote e-voting can attend the Annual General Meeting but cannot vote again.

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(k)	<p>Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 20th August 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in with a copy marked to kr.raman@scl.co.in.</p> <p>However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "forgot user details/ password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.1800-222-990.</p>
(l)	<p>The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.</p>
(m)	<p>In terms of Regulation 44 of SEBI (LODR) Regulations 2015, the results of the remote e-voting are to be submitted to the Stock Exchanges within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's report shall be placed on the Company's website www.indianippon.com and on the website of NSDL.</p>

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CIN: L31901TN1984PLC011021, Email: inelcorp@inel.co.in; investorscomplaints@inel.co.in
Phone: 044-28460073, Fax: 044-28460631

ATTENDANCE SLIP

Name and Address of the Member	Folio No. :
	DP ID / Client ID*
	No. of Shares

I / We hereby record my / our presence at the 31st ANNUAL GENERAL MEETING of the Company held on Saturday, the 27th August 2016 at 10.35 a.m. at Narada Gana Sabha (Satguru Gnanananda Hall), No.314, T.T.K. Road, Alwarpet, Chennai – 600018.

Name of the Shareholder/Proxy

Signature of Shareholder / Proxy

*Applicable for shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

FORM No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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Regd. Office: 'Aalim Centre' 2nd Floor, No.82, Dr Radhakrishnan Salai, Mylapore, Chennai – 600 004.
(CIN: L31901TN1984PLC011021)

Name of the Member(s):

Registered address:

E-mail id :

Folio no :

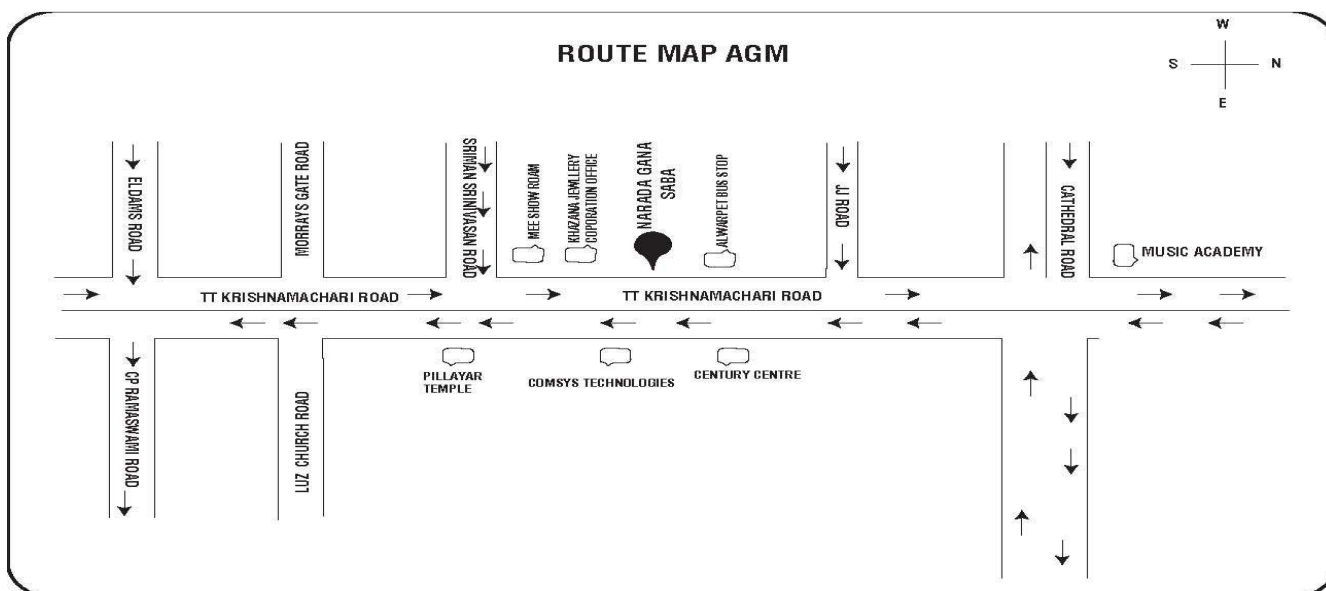
DP id / Client id * :

I/We being the holder(s) of----- Equity shares of India Nippon Electricals Limited, hereby appoint:

Sl no	Name	Address	Email id	Signature	
1					Or failing him/her
2					Or failing him/her
3					

*Applicable for shareholders holding shares in electronic form.

and whose signature(s) is/are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Saturday, the 27th August 2016 at 10.35 a.m. at Narada Gana Sabha (Satguru Gnanananda Hall), No.314, T.T.K. Road, Alwarpet, Chennai – 600 018, and at any adjournment thereof in respect of such resolutions as are indicated below:



** I/We wish my/our above Proxy to vote for the following resolutions in the manner as indicated in the box below:

Ordinary Business	For	Against
1. Adoption of audited financial statements for the year ended 31 st March 2016 and the reports of Directors' and Auditors thereon		
2. Declaration of dividend for the year 2015-2016		
3. To ratify appointment of M/s Brahmayya & Co., Chennai		
4. Election of Mr T Momose as Director, liable for retirement by rotation		
Special Business:		
5. Appointment of Mr Mukesh Kumar Somani, as Director not liable for retirement by rotation		
6. Ratification of the remuneration payable to Mr K Suryanarayanan, Practicing Cost Accountant as Cost Auditor for the year 2016-17		

Signed thisday of2016

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxyholder

Notes:

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company or at the Office of the Share Transfer Agent namely Sundaram-Clayton Limited at "Jayalakshmi Estates" 1st Floor, No. 29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- A person can act as a Proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other shareholder.
- It is optional to put a in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a Proxy does not prevent a member from attending the meeting in person, if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.