

Results of voting through electronic means and physical ballot

<b>Date of the AGM</b>	24 <sup>th</sup> August 2017
<b>Total number of shareholders on cut off date</b>	8708
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	2 1025
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public	Nil

<b>Resolution 1</b>	Adoption of audited accountnts for the year ended 31 <sup>st</sup> March 2017 and the Directors' and Auditors' report
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	75,09,166	51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total		75,09,166	100.00	75,09,166	-	100.00	-
<b>Public- Institutions</b>	E-Voting	2,26,513	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
<b>Public- Non Institutions</b>	E-Voting	35,75,033	2,07,813	5.81	2,07,793	20	100.00	0.01
	Poll		7,491	0.21	7,491	-	100.00	-
	Total		2,15,304	6.02	2,15,284	20	99.99	0.01
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,470</b>	<b>68.29</b>	<b>77,24,450</b>	<b>20</b>	<b>100.00</b>	<b>0.00</b>

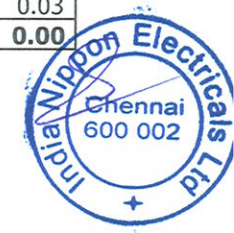


<b>Resolution 2</b>	Declaration of Dividend for the year 2016-17
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary ✓
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No ✓

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	75,09,166	51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total		75,09,166	100.00	75,09,166	-	100.00	-
<b>Public-Institutions</b>	E-Voting	2,26,513	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
<b>Public- Non Institutions</b>	E-Voting	35,75,033	2,07,813	5.81	2,07,769	44	99.98	0.02
	Poll		7,491	0.21	7,491	-	100.00	-
	Total		2,15,304	6.02	2,15,260	44	99.98	0.02
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,470</b>	<b>68.29</b>	<b>77,24,426</b>	<b>44</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 3</b>	Appointment of M/s Deloitte Haskins & Sells LLP as Auditors of the company
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary ✓
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No ✓

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	75,09,166	51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total		75,09,166	100.00	75,09,166	-	100.00	-
<b>Public-Institutions</b>	E-Voting	2,26,513	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
<b>Public- Non Institutions</b>	E-Voting	35,75,033	2,07,813	5.81	2,07,755	58	99.97	0.03
	Poll		7,491	0.21	7,491	-	100.00	-
	Total		2,15,304	6.02	2,15,246	58	99.97	0.03
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,470</b>	<b>68.29</b>	<b>77,24,412</b>	<b>58</b>	<b>100.00</b>	<b>0.00</b>



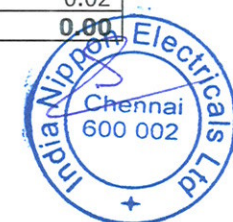


<b>Resolution 4</b>	Election of Mr.T K Balaji as Director, liable for retirement by rotation.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75,09,166	51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total		75,09,166	100.00	75,09,166	-	100.00	-
Public-Institutions	E-Voting	2,26,513	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	35,75,033	2,07,563	5.81	2,07,519	-	99.98	-
	Poll		7,491	0.21	7,491	44	100.00	0.59
	Total		2,15,054	6.02	2,15,010	44	99.98	0.02
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,220</b>	<b>68.29</b>	<b>77,24,176</b>	<b>44</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 5</b>	Ratification of the remuneration of Mr.K Suryanarayanan, the Cost Auditor for the year 2017-18.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda /</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75,09,166	51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total		75,09,166	100.00	75,09,166	-	100.00	-
Public-Institutions	E-Voting	2,26,513	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	35,75,033	2,07,813	5.81	2,07,769	44	99.98	0.02
	Poll		7,491	0.21	7,491	-	100.00	-
	Total		2,15,304	6.02	2,15,260	44	99.98	0.02
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,470</b>	<b>68.29</b>	<b>77,24,426</b>	<b>44</b>	<b>100.00</b>	<b>0.00</b>





S. Ananthanarayan, B.Com., (Hons). FCS  
Company Secretary

Form No. MGT-13  
Report of Scrutinizer

(Pursuant to Rule Section 109 of the Companies Act 2013 and Rule 21 (2) of the Companies  
(Management and Administration) Rules, 2014]

The Chairman,  
INDIA NIPPON ELECTRICALS LTD  
11& 13, Patulos Road,  
Chennai-600002

**Sub:** 32nd Annual General Meeting of the Equity Shareholders of India Nippon Electricals Ltd, held on Thursday the 24<sup>th</sup> August 2017 at 10:30 AM at Satguru Gnanananda Hall, 314, T.T.K. Road, Alwarpet, Chennai-600018.

Dear Sir,

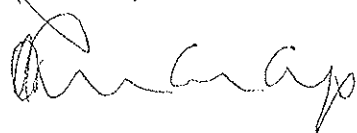
I, S Ananthanarayan, Practising Company Secretary, No.16/16 RAMS, 3rd Main Road, Gandhi Nagar, Adyar, Chennai-600020, appointed as Scrutinizer for the purpose of the poll taken on the following resolutions, at the 32nd Annual General Meeting of the Equity Shareholders of India Nippon Electricals Ltd, held on Thursday the 24th August 2017 at 10:30 AM at Satguru Gnanananda Hall, 314, T.T.K. Road, Alwarpet, Chennai-600014, submit my report as under:

a.	After the time fixed for closing of the poll by the Chairman, 2 Ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
b.	The locked ballot boxes were subsequently opened in my presence and 25 ballot papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and authorizations / proxies lodged with the Company.
c.	The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
d.	A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
e.	The ballot papers and all other relevant records were sealed and handed over to the Company Secretary.
f.	The result of the Poll is as under;

Resolution			Voting			
No	Subject matter	Type		In favour	Against	Invalid
1.	Adoption of audited accounts for the year ended 31st March 2017 and the Directors' and Auditors' report.	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724450	20	0
			% of valid votes cast	100	0	0
2.	Declaration of Dividend for 2016-17	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724426	44	0
			% of valid votes cast	100	0	0

3.	Appointment of M/s Deloitte Haskins & Sells LLP as auditors of the company	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724412	58	0
			% of valid votes cast	100	0	0
4.	Election of Mr T K Balaji as Director, liable to retire by rotation	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724176	44	0
			% of valid votes cast	100	0	0
5.	Ratification of the remuneration of Mr. K. Suryanarayanan, Cost Auditor for the year 2017-18	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724426	44	0
			% of valid votes cast	100	0	0

Thanking you,  
Yours faithfully,



**S ANANTHANARAYAN**  
**SCRUTINISER**



Chennai, 24th August 2017