



INDIA NIPPON ELECTRICALS LIMITED

Registered Office : 11 & 13, Patullos Road, Chennai 600 002

Ph: 044-2846 0063 Fax: 044-2846 0631

E.mail: inelcorp@inel.co.in, investorscomplaints@inel.co.in, Website : www.indianippon.com

CIN: L31901TN1984PLC011021

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), for obtaining approval of the members, by way of Ordinary/ Special Resolution(s), through Postal Ballot including electronic means (e-voting) for the businesses as set out in the Postal Ballot Notice.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Act 2013, setting out the material facts and reasons thereto, for this purpose are being sent to the members, along with Postal Ballot Form, so as to enable members for sending their assent or dissent in writing by Postal Ballot means.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members for casting their votes for e-Voting by selecting appropriate options for the Resolutions, in accordance with provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (SEBI (LODR) Regulations, 2015)

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 110 of the Act, 2013 and the Rules made thereunder, the Company for this purpose, has engaged the services of National Securities Depository Ltd (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through 'electronic means' in respect of the resolutions.

The detailed procedures for voting through 'electronic means' are given below in the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the company.

The voting rights in respect of unclaimed shares held in India Nippon Electricals Ltd Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of SEBI (LODR) Regulations, 2015.

The Board of Directors (the Board) has appointed Mrs B Chandra, Practising Company Secretary, Chennai, as Scrutinizer, at its meeting held on 29th Jan 2018, for conducting the voting by 'post' and through 'electronic means' in a fair and transparent manner.

Members are requested to carefully read the instructions printed for voting by 'post' or through 'electronic means' viz.,:

- Returning the Postal Ballot Form duly completed, as per the instructions contained in the Postal Ballot Form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 1700 hrs on 08.03.2018; or
- Casting their votes electronically from 07.02.2018 (0900 hrs) to 08.03.2018 (1700 hrs) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit her report on the results of voting by means of 'post' and through 'electronic means' to the Chairman of the Company, after completion of the scrutiny of postal ballot forms and voting by 'electronic means'.

The results will be announced by Mr T K Balaji, Chairman or in his absence, Mr Arvind Balaji, Managing Director or in his absence any one of the Directors of the company, at the Registered office located at No.11 & 13, Patullos Road, Chennai-600002, Tamilnadu, India on 10.03.2018 at 1700 hrs.

The last date of voting i.e., 08.03.2018 will be taken to be the date of passing of the said Resolutions by the members of the company.

Members requiring any clarification may contact Mr S Sampath, Company Secretary at the Registered office of the company at the address given above or through e.mail viz., kr.raman@scl.co.in; sclshares@gmail.com.

All documents referred to in this Notice and in the Explanatory Statement referred to under Section 102 (1) of the Act 2013, are open for inspection at the Registered Office of the Company at No.11 & 13, Patullos Road, Chennai-600002, during office hours on all working days upto the last date of voting i.e., 08.03.2018 between 10:00 a.m. and 12:00 noon except Saturdays and Sundays and national holidays.

The said Notice of Postal Ballot and Ballot Form have also been placed on the website of the company viz., www.indianippon.com.

Special Business:

Item No.1

Approval for sub-division of company's equity shares of face value of Rs.10 (Rupees ten) each into 2 equity shares of face value of Rs.5 (Rupees five) each

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 of Section 61 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission (s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the members be and is hereby accorded for sub-division of 1 (one) fully paid up equity share of the company, having face value of Rs.10 each into 2 (two) equity shares of face value of Rs.5 each.

Resolved further that pursuant to the sub-division of equity shares of the Company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of Rs.10 each, shall stand sub-divided into 2 (two) equity shares of face value of Rs.5 each from the Record date and shall rank pari passu in all respects with and carry the same rights as the existing fully paid up equity shares of Rs.10 each of the company.

Resolved further that upon sub-division of equity shares as aforesaid, the existing share certificates in relation to the existing equity shares of the face value of Rs.10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of the sub-division and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu of such existing issued share certificate(s) within the prescribed time period. In the case of equity shares held in the dematerialised form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the members with the Depository Participants in lieu of the existing credits representing the equity shares of the company before sub-division.

Resolved further that the Board of Directors of the Company (which expression shall also include a Committee thereof), be and is hereby authorised to fix the Record Date and take all the necessary steps as may be necessary in relation to the above including recall of the existing share certificates, issue of new share certificates in lieu of the existing issued share certificates in terms of the foregoing resolutions and in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and to execute all such other documents, instruments and writings and to do all such acts deeds and things as may be required to give effect to the aforesaid resolution including to delegate any or all of its powers to any Committee or to the Managing Director or to Chief Financial Officer or to the Company Secretary, as may deem appropriate in this regard.

Resolved further that, for the purpose of giving effect to this Resolution, the Board and/ or Sub-division Committee and / or Chairman and /or Managing Director and / or any directors of the company and/ or the Company Secretary be and are hereby severally authorised to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of shares including execution & filling of all the relevant documents with the Stock Exchanges, depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Item no.2

Approval for alteration of the capital clause in the Memorandum of Association of the Company

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 of Section 13 and 61 and other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article of Association of the Company, Clause V of the Memorandum of Association of the company be and is hereby altered and substituted by the following:

V. The authorised share capital of the company is Rs.15,00,00,000 (Rupees fifteen crores only) divided into 3,00,00,000 (three crore only) equity shares of Rs.5 (Rupees five) each. The company has the power from time to time to increase or reduce its capital and to issue any shares in the original or new capital as equity shares or preference shares or redeemable

preference shares and to attach to any classes of such shares any preference, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations, or conditions and to vary the regulations of the company as far as necessary to give effect to the same and upon the subdivision of any shares to apportion the right to participate in profits in any manner in accordance with the provisions of the Companies Act 2013.

Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors of the company, be and is hereby authorised to do all such acts, deeds matters and things including filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other Officer(s) of the Company.

Item no.3

Approval for alteration of Article 3 of the Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

Resolved that pursuant to the provisions of Section 14 and 61 and other applicable provisions, if any, of the Companies Act 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 3 of the Articles of Association of the company be and is hereby altered and substituted by the following:

3. The authorised share capital of the Company shall be such amount as may be authorised by the Memorandum of Association of the company from time to time.

Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds matters and things including filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other Officer(s) of the Company.

Item no.4

Re-appointment of Managing Director for a period of 5 years from 01.04.2018

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the re-appointment and remuneration of Mr Arvind Balaji (holding DIN 00557711), as the Managing Director of the Company for a period of five years with effect from 1st April 2018 upon such terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors (the Board) as set out in the explanatory statement, which is hereby specifically sanctioned with authority to the Board (which term shall be deemed to include any duly authorized Committee thereof for the time being exercising the power conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement in such manner, as it may deem fit and as may be agreed to between the Board and Mr Arvind Balaji, however subject to the limits permissible under the Act and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary.”

“RESOLVED FURTHER THAT the scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board, in light of and in conformity with any amendment to the relevant provisions of the Act 2013 / Income Tax Act 1961 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government, from time to time.”

“RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

By order of the Board
For India Nippon Electricals Limited
S SAMPATH
Company Secretary

Place : Chennai

Date : 29th January 2018

Notes:

- a. Explanatory statement pursuant to the provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act 2013 setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Form for your consideration.
- b. The Notice is being sent, to all the members along with instructions for remote e-voting, 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.
- c. The Board of Directors of the Company appointed Mrs B Chandra, Company Secretary in Practice, Chennai (Membership No.20879, CoP No.7859) as the Scrutinizer for conducting the postal ballot process including remote e-voting, in a fair and transparent manner.
- d. The Notice is being sent to all the members, whose names appear in the Register of Members/ List of Beneficial Owners, received from CDSL and/ or NSDL as on the close of working hours on 31.01.2018, the cut-off date.
- e. As per Section 108 and Section 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations 2015, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e.mail ids. with depositories/ with the Company / with Registrar and Share Transfer Agents are being sent this Notice of postal ballot along with Postal Ballot Form by e.mail and the members who have not registered their email ids will receive Postal Ballot Notice along with the Postal Ballot Form by courier/ Regd. post.
- f. A Postal Ballot Form and a postage prepaid self addressed envelope are attached to this notice. The self addressed envelope bear the address to which duly completed Postal Ballot Form is to be sent.
- g. In terms of Section 110 of the Companies Act 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (LODR) Reg. 2015, the company has also extended remote evoting facility, as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form . The Company has engaged the services of NSDL to offer remote e-voting facility to all its members to enable them to cast their votes electronically. The instructions for remote evoting are specified under the notice of postal ballot.
- h. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form and in case a Member is desirous of obtaining a duplicate Postal Ballot Form , he or she may send an email to inelcorp@inel.co.in / raman@scl.co.in. The RTA/ Company shall forward the same along with postage prepaid self addressed business reply envelope to the member.
- i. The members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form , and record their assent (for)/ dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self addressed envelope. However, Postal Ballot Form (s) if sent by courier or by regd. post at the expense of the shareholder(s) will also be accepted. The Postal Ballot Form (s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form (s) should reach the scrutinizer on or before the closing of working hours 5 PM on 08.03.2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form (s) will be rejected. Members are requested not to send any other paper/ document along with the Postal Ballot Form . They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature. The members cannot exercise his/ her vote by proxy on postal ballot.
- j. The Scrutinizer will submit her report to the Company after completion of the scrutiny as soon as possible after the last date of receipt for Postal Ballot Form but not later than 5 pm on 08.03.2018. The results of the e.voting/ postal ballot will be displayed at the registered office, displayed on the website and on the website of NSDL, and will be intimated to the Stock Exchanges where the shares of the Company are listed.
- k. The Postal Ballot Notice is also being uploaded on the Company's website www.indianippon.com and of NSDL viz., www.evoting.nsd.com.

- I. 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 a.m. and 12:00 noon.

Explanatory Statements

The following explanatory statements as required under section 102 of the Companies Act 2013 set out all material facts relating to the business under Item nos.1,2,3 & 4 of the accompanying Notice dated 29th January 2018.

Item nos.1, 2 and 3 of the Notice to shareholders

The equity shares of your company are listed and actively traded on NSE & BSE. With a view to encourage the participation of small investors by making equity shares of the company affordable, the Board at its meeting held on 29th Jan 2018 considered and approved the sub-division of one equity share of the company having a face value of Rs.10 each into 2 equity shares of face value of Rs.5 each subject to approval of the members and any other statutory and regulatory approvals as applicable. The Record date for the aforesaid subdivision of the equity shares will be fixed after approval of the members is obtained.

Presently, the authorised share capital of your company is Rs.15,00,00,000 divided into 1,50,00,000 equity shares of Rs. 10 each and the paid up share capital of the company is Rs.113107120 divided into 11310712 equity shares of Rs.10 each fully paid up. There will not be any change in the amount of authorized and paid up share capital but the number of shares will change to 3,00,00,000 and 2,26,21,424 equity shares in the authorised and paid up share capital of the company respectively.

The sub division as aforesaid would require consequential amendment to the existing Clause V of the Memorandum of Association of the company on the terms set out in item no.2 of the notice to reflect the change in face value of each equity share of the company from existing Rs.10 each to proposed Rs.5 each and Article 3 of the Articles of Association. As per the provision of the Section 13 and 14 of the Act 2013 any alteration in the Memorandum of Association of the company shall be effected only after the approval of the members by passing an ordinary resolution and alteration in Articles of Association by way of Special Resolutions.

Accordingly, the approval of shareholders is required by way of ordinary resolution for subdivision of equity shares of the company and consequential amendment to the capital clause of Memorandum of Association and by way of Special Resolution Article 3 of Articles of Association in pursuance of the provisions of the Act 2013 and the applicable Rules, Regulations and laws.

None of the Directors, Key Managerial Personnel of the Company or their relative is in any way concerned or interested in the proposed resolutions except to the extent of their shareholdings, if any.

Accordingly the Board recommends the resolutions set out at item nos.1, 2 & 3 of the Notice for the approval of the shareholders.

Item No.4 of the Notice to shareholders

Mr. Arvind Balaji who was appointed as Whole-time Director with effect from 1st April 2013 for a period of five years at the Board meeting held on 25th March 2013, was re-designated as Managing Director with effect from 27th August 2014 for the remaining period of his tenure.

The Board, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 29th January 2018, re-appointed Mr.Arvind Balaji, aged 43 years, as Managing Director of the Company for a further period of five years with effect from 1st April, 2018.

The Board of Directors noted the contribution made by Mr. Arvind Balaji, to the overall progress of the Company and after taking into consideration the complexities of the responsibilities handled by him and industry benchmarks for similarly placed managerial personnel, have at their meeting held on 29th January, 2018, based on the recommendation of the Nomination and Remuneration Committee approved the proposal for the remuneration payable to Mr. Arvind Balaji upon his re-appointment as Managing Director.

The proposed terms of remuneration payable to Mr. Arvind Balaji upon his re-appointment as Managing Director with effect from 1st April, 2018 are as follows:

Salary	In the salary range of Rs.4 lacs to Rs.10 lacs subject to revision from time to time, as may be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC).
Commission	Such percentage of net profits of the Company or such other quantum of net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, based on the recommendation of the NRC for each financial year, subject to the total remuneration in any financial year not exceeding the limits permitted, from time to time under the Act, 2013
Accommodation	Furnished leased residential accommodation or free use of furnished residential accommodation owned by the Company with facilities and amenities including water, maintenance, security, furniture, fixtures, furnishings and all utilities and services. In case accommodation is not provided by the Company, the Managing Director will be entitled to House Rent Allowance at the rate of 60% of the salary. The expenditure incurred by the company on gas, electricity, water, maintenance, security, furniture, fixtures, furnishings and all utilities and services will be valued as per the Income Tax Rules prevailing from time to time
Leave Travel Concession	For four weeks in a year for two trips abroad.
Car	The Managing Director will be provided with two cars for use on Company's business and use for private purposes will be dealt with by the company as per applicable provisions under the Income Tax Rules prevailing from time to time.
Medical Expenses	All medical expenses for self and family in India or abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s) including premium for medical insurance and other related expenses
Club Fees	Fees, subscription and other incidental charges to clubs, subject to a maximum of two clubs including admission and life membership fee
Medical/Personal Accident/ Travel Insurance	Payment of premium on personal accident insurance, for an amount the annual premium of which does not exceed Rs. 5,00,000/-
Provident Fund	Company's contribution to PF which will not exceed 12% of the salary or such other higher rate as may be notified by the Central Government from time to time and pension/superannuation fund at such rates as may be notified by the Central Government from time to time.
Gratuity	As per the rules of the Company not exceeding half a month's salary for each completed year of service.
Earned Leave	On full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be en-cashable at the end of the tenure
Telephone including Telecommunication facilities	Telephone/mobile phone and other suitable communication facilities at residence
Reimbursement of expenses	Reimbursement of all actual expenses including expenses incurred on entertainment and travelling in the course of the Company's business
Benefits and Amenities	(i) Loans and other schemes - Benefits under loans and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time. And (ii) Other benefits and amenities - Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefit Scheme as may be provided by the company to other senior officers from time to time.
Total Remuneration	The total remuneration payable to the Managing Director shall not exceed the maximum permissible limit prescribed under the Act, 2013 including the remuneration payable to other executive directors, subject to compliance with Part II, Section V to Schedule V to the Companies Act
Other clauses	<p>The Board may revise the remuneration payable to the Managing Director, during any financial year during currency of his tenure of office, in such manner as may be agreed to between the Board of Directors and the Managing Director subject to the condition that the total remuneration by way of salary, perquisites, commission, other allowances and other benefits shall be within the limits permissible under the Act, 2013 as amended from time to time.</p> <p>The scope and quantum of remuneration specified herein above, may be enhanced, enlarged, widened, altered or varied by the Board of Directors, in the light of and in conformity with any amendments to the relevant provisions of the Act, 2013 and or the rules and regulations made there under and or such guidelines as may be announced by the Central Government from time to time, however within the overall limits approved by the shareholders,</p> <p>Mr. Arvind Balaji, as long as he holds the position of Managing Director, shall not be subject to retirement by rotation in terms of the Articles of Association.</p> <p>Mr. Arvind Balaji, Managing Director shall not be entitled to sitting fee for each meeting of the Board or committee thereof attended by him. He shall exercise such of the powers as may be delegated from time to time by the Board of Directors.</p>

Minimum Remuneration In the event of any loss or inadequacy of profits for any financial year, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable during such financial year in such manner as may be agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and Managing Director, however not exceeding the maximum limits specified in this behalf under Section 197 read with Schedule V to the Act, 2013, subject to compliance with Part II, Section V to Schedule V to the Companies Act and the limits approved by the shareholders

Mr. Arvind Balaji is also the Joint Managing Director of Lucas-TVS Limited drawing remuneration by way of salary and other perquisites as approved by its shareholders.

The terms of appointment and the remuneration payable to Mr. Arvind Balaji, Managing Director, as specified above are now being placed before the members for their approval by way of a special resolution, as set out in item No.4 of this Postal Ballot Notice, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, 2013, as recommended by the Nomination and Remuneration Committee and the Board of Directors.

Mr. Arvind Balaji is deemed to be concerned / interested in this resolution, since it relates to his re-appointment and remuneration as Managing Director. Mr. T K Balaji, Chairman of the Board of Directors and Ms. Priyamvada Balaji, Director are also deemed to be interested, being his relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4 of this Postal Ballot Notice.

The Board recommends the special resolution, as set out in item No.4 for approval by the shareholders of the Company.

By order of the Board
For India Nippon Electricals Limited
S SAMPATH
Company Secretary

Place : Chennai

Date : 29th January 2018

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM:

1. A shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot form in all respects and send it after signature to the scrutinizer in the attached self addressed postal prepaid envelope which shall be properly sealed with adhesive or adhesive tape. However letters containing Postal Ballot form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form.
2. The self addressed letters bear the address of the scrutinizer to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first named shareholder and in his/ her absence, by the next named shareholder. Holder(s) of Power of Attorney (PoA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the PoA. Unsigned Postal Ballot will be rejected.
4. In case of equity shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Forms should be signed by the authorised signatory, whose signature was already registered with registrar and share transfer agent or it should be accompanied by a certified copy of board resolution / authority with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form .
5. The duly completed Postal Ballot Form should reach the scrutinizer not later than close of working hours of 08.03.2018 Postal Ballot Form received after this date will be treated as if reply from such shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. 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., 31.01.2018.
7. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self addressed postage prepaid letter as all such documents will be sent to the scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the scrutinizer.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of joint shareholders. On receipt of the duplicate Postal Ballot Form , the original will be rejected.

9. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to inelcorp@inel.co.in / sclshares@scl.co.in
10. The votes should be cast either in favour of or against by putting a tick mark in the column provided for assent or dissent. Postal Ballot Form bearing the tick mark in both the columns will render the form invalid.
11. Incomplete, unsigned or incorrectly filled in Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.
12. The members can opt for mode of voting i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and voting done through Postal Ballot Forms will be treated as invalid.

The procedure with respect to remote e-voting is provided below:

In compliance with the provisions of Section 108 of the Companies Act read with Rule 20,22 of the Companies Management (Management and Administration) and Administration Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of SEBI (LODR) Reg 2015, the company is pleased to offer its Members facility to exercise their right to vote in respect of the businesses to be transacted through remote e-Voting services.

(A)	Members are requested to read the instructions given below:								
	In case of members' receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:								
	(i)	Open e-mail and then open PDF file viz., "India Nippon Electricals Ltd -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: www.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 'scrutiniserbc@gmail.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: Initial password is provided as below at the bottom of the Ballot form								
	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 33%;">EVEN (Remote e-Voting Event Number)</td> <td style="width: 33%;">USER ID</td> <td style="width: 33%;">PASSWORD / PIN</td> </tr> <tr> <td style="height: 20px;"></td> <td></td> <td></td> </tr> </table>			EVEN (Remote e-Voting Event Number)	USER ID	PASSWORD / PIN			
	EVEN (Remote e-Voting Event Number)	USER ID	PASSWORD / PIN						
	Please follow all steps carefully as detailed above to cast vote.								
(a)	In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for remote e-Voting user manual available at the downloads section of www.evoting.nsdl.com or contact NSDL at Telephone No: (22) 24994600.								
(b)	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.								
(c)	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).								