

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	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## 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												Textual Information(1)			
Whether the listed entity has a Regular Chairperson												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 appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	T K BALAJI	AAFPB7797J	00002010	Non-Executive - Non Independent Director	Chairperson		24-08-2018			3	3	0		
2	Mr	Arvind Balaji	AALPA3558Q	00557711	Executive Director	Not Applicable	MD	01-04-2018		60	1	0	0		
3	Mr	V Balaraman	AAAPB3329D	00267829	Non-Executive - Independent Director	Not Applicable		27-08-2014		60	2	5	1		
4	Mr	G Chidambar	AEDPC2704A	00017015	Non-Executive - Independent Director	Not Applicable		27-08-2014		60	1	3	1		

# 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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	Jayshree Suresh	AAFPP0115Q	06861217	Non-Executive - Independent Director	Not Applicable		27-08-2014		60	1	0	0		
6	Mr	T Momose	ZZZZZ9999Z	06984707	Non-Executive - Non Independent Director	Not Applicable		27-08-2018			1	0	0	Textual Information(2)	
7	Mr	Mukesh Kumar Somani	AAXPS2995K	06608983	Non-Executive - Non Independent Director	Not Applicable		27-08-2016			1	0	0		
8	Ms	Priyamvada Balaji	AAKPP1194L	00730712	Non-Executive - Non Independent Director	Not Applicable		29-01-2018			1	1	0		

**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**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	K G Raghavan	ACEPR8858H	00359471	Non- Executive - Independent Director	Not Applicable		27-08-2014		60	1	1	1		
10	Mr	R Vijayaraghavan	AAFPV6706P	00026763	Non- Executive - Independent Director	Not Applicable		27-08-2014		60	4	8	4		

Text Block	
Textual Information(1)	Mr G Chidambar has resigned from directorship effective 6th April 2019. Intimation pursuant to Regulation 30 of SEBI (LODR) Regulations 2015 has already been sent on 6th Apr 2019 to the Stock Exchanges (BSE, NSE) where the shares of the company are listed.
Textual Information(2)	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	00017015	G Chidambar	Non-Executive - Independent Director	Member	27-03-2018		
4	00026763	R Vijayaraghavan	Non-Executive - Independent Director	Member	27-03-2018		

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	00017015	G Chidambar	Non-Executive - Independent Director	Member	29-01-2018		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

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	00017015	G Chidambar	Non-Executive - Independent Director	Chairperson	06-08-2014		
2	06861217	Jayshree Suresh	Non-Executive - Independent Director	Member	06-08-2014		
3	00557711	Arvind Balaji	Executive Director	Member	06-08-2014		

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
1	03-11-2018			
2		09-02-2019	97	

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	08-02-2019	Yes		03-11-2018	96		
2	Stakeholders Relationship Committee	08-02-2019	Yes		03-11-2018	96		
3	Nomination and remuneration committee	08-02-2019	Yes		03-11-2018	96		

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)	<p>Report on material related party transactions with TVS Motor Company Ltd during the period 1st Apr'18 to 31st Mar'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:</p> <p>Name of the related party: TVS Motor Company Ltd</p> <p>Nature of related party relationship: Entity forming part of the Group (TVS Group)</p> <p>Nature of Transactions: Purchase of Goods: Rs.25.13 Lakhs (Apr'18-Mar'19)</p> <p>Nature of transactions: sale of goods</p> <p>Value of transaction:Rs.32553.00 Lakhs: (Apr'18-Mar'19)</p> <p>Value of transaction: Rs.8319.73 Lakhs (Jan'19-Mar'19)</p> <p>Provision of services: -</p> <p>Remarks: Approvl of the shareholders obtained at the AGM held on 27.08.2018.</p>

## 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 100 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 II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.indianippon.com
2	Terms and conditions of appointment of independent directors	Yes		www.indianippon.com
3	Composition of various committees of board of directors	Yes		www.indianippon.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.indianippon.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.indianippon.com
6	Criteria of making payments to non-executive directors	Yes		www.indianippon.com
7	Policy on dealing with related party transactions	Yes		www.indianippon.com
8	Policy for determining 'material' subsidiaries	Yes		www.indianippon.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.indianippon.com

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.indianippon.com
11	email address for grievance redressal and other relevant details	Yes		www.indianippon.com
12	Financial results	Yes		www.indianippon.com
13	Shareholding pattern	Yes		www.indianippon.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	G Venkatram
2	Designation	Company Secretary and Compliance Officer



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
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	12-04-2019

