

General information about company

Scrip code	532240
NSE Symbol	INDNIPPON
MSEI Symbol	NOTLISTED
ISIN	INE092B01025
Name of the entity	INDIA NIPPON ELECTRICALS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
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													Textual Information(1)							
Wether 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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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	TK BALAJI	AAFPB7797J	00002010	Non-Executive - Non Independent Director	Chairperson		12-07-1948	NA		28-07-1986	16-08-2019			2	0	2	0		
2	Mr	Arvind Balaji	AALPA3558Q	00557711	Executive Director	Not Applicable	MD	08-12-1974	NA		01-04-2013	01-04-2018			2	1	1	0		
3	Mr	Anant Jaivant Talaulicar	AAAPT2311F	00031051	Non-Executive - Independent Director	Not Applicable		11-07-1961	NA		06-04-2019	16-08-2019		12	6	6	4	0		
4	Mr	V Balaraman	AAAPB3329D	00267829	Non-Executive - Independent Director	Not Applicable		18-08-1946	Yes	16-08-2019	27-08-2014	16-08-2019		72	1	1	2	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether 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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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	NA		27-08-2014	16-08-2019		72	1	1	1	0		
6	Mr	T Momose	ZZZZZ9999Z	06984707	Non-Executive - Non Independent Director	Not Applicable		29-09-1959	NA		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	NA		28-05-2016				1	0	0	0		
8	Ms	Priyamvada Balaji	AAKPP1194L	00730712	Non-Executive - Non Independent Director	Not Applicable		23-10-1978	NA		29-01-2018	27-08-2018			1	0	1	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether 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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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	KG Raghavan	ACEPR8858H	00359471	Non-Executive - Independent Director	Not Applicable		02-05-1954	NA		27-08-2014	16-08-2019		72	1	1	1	1		
10	Mr	R Vijayaraghavan	AAFPV6706P	00026763	Non-Executive - Independent Director	Not Applicable		02-01-1950	NA		27-08-2014	16-08-2019		72	4	4	10	5		

Text Block	
Textual Information(1)	Directors retiring by rotation and getting reappointed are shown under the heading 'Date of reappointment' for Mr T K Balaji and Mr T Momose.
Textual Information(2)	Mt T Momose is a Japanese National and does not possess 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	KG 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		

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	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	30-10-2019				Yes	10	5
2		10-02-2020	102		Yes	9	5
3		16-03-2020	34		Yes	10	5
4		27-03-2020	10		Yes	9	5

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	30-10-2019				Yes	4	4
2	Audit Committee	10-02-2020	102			Yes	3	3
3	Audit Committee	16-03-2020	34			Yes	3	3
4	Audit Committee	27-03-2020	10			Yes	4	4
5	Stakeholders Relationship Committee	16-03-2020				Yes	3	3

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 31st Mar'20. 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-Mar'20)

Nature of transactions: Sale of goods

Value of transaction:Rs.8420.51 Lakhs (Jan'20-Mar'20)

Value of transaction: Rs.29,699.32 Lakhs (Apr'19-Mar'20)

Provision of services:

Value of Transactions: NIL (Apr'19-Mar'20)

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 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		http://www.indianippon.com
2	Terms and conditions of appointment of independent directors	Yes		http://indianippon.com/policies/
3	Composition of various committees of board of directors	Yes		http://indianippon.com/investors/
4	Code of conduct of board of directors and senior management personnel	Yes		http://indianippon.com/policies/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://indianippon.com/policies/
6	Criteria of making payments to non-executive directors	Yes		http://indianippon.com/policies/
7	Policy on dealing with related party transactions	Yes		http://indianippon.com/policies/
8	Policy for determining 'material' subsidiaries	Yes		http://indianippon.com/policies/
9	Details of familiarization programmes imparted to independent directors	Yes		http://indianippon.com/policies/

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		http://indianippon.com/investors/
11	email address for grievance redressal and other relevant details	Yes		http://indianippon.com/investors/
12	Financial results	Yes		http://indianippon.com/investors/
13	Shareholding pattern	Yes		http://indianippon.com/investors/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://indianippon.com/investors/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://indianippon.com/investors/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://indianippon.com/investors/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://indianippon.com/investors/
21	Materiality Policy as per Regulation 30	Yes		http://indianippon.com/policies/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.indianippon.com

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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	No	A meeting of the Independent Directors of the Company for the financial year 2019-20 was scheduled to be held on 27th March 2020. However, owing to the travel restrictions imposed by Central/ State Governments due to the COVID-19 lock down, Independent Directors could not meet on the said date. Further, Ministry of Corporate Affairs had also granted relaxation with respect to holding the meeting of Independent Directors for the financial year 2019-20 in case the meeting was yet to be held as on the date of lock down imposition. However, the Company proposes to hold a separate meeting of the Independent Directors for the financial year 2019-20 in June 2020.
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

	Any other information to be provided	Textual Information(1)
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Text Block

Textual Information(1)

The company is in the process of reviewing the Succession Plan and the same will be placed before the Board of Directors at its ensuing meeting.

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	15-05-2020

