

**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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
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	T K 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		18	6	5	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		78	1	1	2	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether 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		78	1	1	1	0		
6	Mr	T Momose	ZZZZZ9999Z	06984707	Non-Executive - Non Independent Director	Not Applicable		29-09-1959	NA		27-08-2014	21-09-2020			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	K G Raghavan	ACEPR8858H	00359471	Non-Executive - Independent Director	Not Applicable		02-05-1954	NA		27-08-2014	16-08-2019		78	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		78	4	4	10	5		

<b>Text Block</b>	
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)	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	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		





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		Textual Information(1)
2	00557711	Arvind Balaji	Executive Director	Member	06-08-2014		
3	00730712	Priyamvada Balaji	Non-Executive - Non Independent Director	Member	06-04-2019		

**Sr Text Block**

Textual Information(1)

Ms Jayshree Suresh was appointed as the Chairperson of the CSR Committee with effect from 6th April 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	27-06-2020				Yes		
2		20-08-2020	53		Yes	10	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	27-06-2020				Yes		
2	Audit Committee	20-08-2020	53			Yes	4	4
3	Nomination and remuneration committee	27-06-2020				Yes		
4	Nomination and remuneration committee	20-08-2020				Yes	3	2
5	Corporate Social Responsibility Committee	27-06-2020				Yes		
6	Corporate Social Responsibility Committee	20-08-2020				Yes	3	1

**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 April 2020 to 30th September 2020. 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'20-Sept'20)

Nature of Transactions: Sale of Goods

Value of Transaction:Rs.10,555.34 Lakhs (Jul'20-Sep'20)

Value of Transaction: Rs.12,563.49 Lakhs (Apr'20-Sep'20)

Nature of Transactions: Services Rendered:

Value of Transactions: Rs.18.89 Lakhs (Jul'20-Sep'20)

Nature of Transactions: Services Received:

Value of Transactions: Rs.0.78 Lakhs (Jul'20-Sep'20)

Remarks: Approvl of the shareholders obtained at the AGM held on 27.08.2018.

Few insignificant transactions of different nature were entered into during the Quarter within the overall prior approved limit granted by the Audit & Risk Management Committee. The same shall be placed before the forthcoming meeting of the Audit & Risk Management Committee.



**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 III****III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

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

<b>Signatory Details</b>	
Name of signatory	G Venkatram
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	14-10-2020

