



# NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting of the Shareholders of India Nippon Electricals Limited will be held on Friday the 17<sup>th</sup> September, 2021 through Video Conferencing (V.C.)/ Other Audio-Visual Means (O.A.V.M.) at 10:00 A.M. (I.S.T.) to transact the following businesses:

## Ordinary Business

### 1. Adoption of audited accounts for the year ended 31<sup>st</sup> March, 2021 and the Directors' and Auditors' report thereon.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

**RESOLVED THAT** the audited balance sheet as at 31<sup>st</sup> March, 2021, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date and the consolidated financial statements together with auditors' report thereon and the Board's report as presented to the meeting be and are hereby approved and adopted.

### 2. Declaration of Dividend for the year 2020-21

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

**RESOLVED THAT** the interim dividend of ₹ 6.00 declared and paid for every equity share of face value of ₹ 5 each on 22621424 equity shares, by the Board of Directors of the Company as per Resolution passed on 26<sup>th</sup> March, 2021, absorbing a total sum of ₹ 1,357.29 Lacs,

be and is hereby noted and confirmed as the final dividend for the year ended 31<sup>st</sup> March, 2021.

### 3. Election of Ms Priyamvada Balaji as Director liable for retirement by rotation

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

**RESOLVED THAT** Ms Priyamvada Balaji (DIN: 00730712), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable for retirement by rotation.

## Special Business

### 4. Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2021-22

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration not exceeding ₹ 3.30 lakhs (Rupees three lakh thirty thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31<sup>st</sup> March, 2022 to be paid to Mr K Suryanarayanan, Cost

Accountant (Registration No.24946) as approved by the Board of Directors of the Company to conduct the audit of the cost records, be and is hereby ratified and confirmed.

## 5. Approval of Related Party Transactions

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** in partial modification of the Resolution passed by the members at the Annual General Meeting held on 27<sup>th</sup> August, 2018 and pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations), the Company's Policy on materiality of Related Party Transactions and dealing with Related Parties, and other applicable provisions, if any, of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force, consent of the members be and is hereby accorded to the Board (which term shall include any Committees of the Board) of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with TVS Motor Company Limited with effect from the financial year 2021-22 for sale, purchase or supply of goods or materials, or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business subject to the terms, conditions and limits as specified in the explanatory statement annexed to and forming part of the Notice.

**RESOLVED FURTHER THAT** the terms and conditions of the transaction with TVS

motor Company Ltd shall be approved by the Audit Committee.

## 6. Approval to keep the Register of Members, Index of Members and any other statutory registers/ records at the place where Cameo Corporate Services Ltd decides to carry on the Share Registry work for the company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Section 94 and other provisions of the Companies Act, 2013, approval of the members be and is hereby accorded to keep the Register of Members, the Index of Members and any other statutory registers/records at the office of M/s Cameo Corporate Services Ltd., Chennai (Cameo), Share Transfer Agent of the Company at "Subramanian Building", No.1, Club House Road, Chennai-600002 or at any other place in India where at least one tenth of the total number of members of the company reside for the time being.

## 7. Regularisation of appointment of Mr Kiyoyasu Kawakami as a director liable for retirement by rotation

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

**RESOLVED THAT** subject to the provisions of Sections 152, 160, 161, other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant



provisions of the Company's Articles of Association and as recommended by the Nomination & Remuneration Committee of the Company, Mr Kiyoyasu Kawakami (DIN: 0009283649) who was appointed as an Additional Director by the Board on 18<sup>th</sup> August, 2021 and whose term of office is up to the date of the Annual General Meeting, be and is hereby appointed as a Non - Executive Non - Independent Director liable to retire by rotation.

#### **8. Appointment of Mr Jakob Ruemmler as a director not liable for retirement by rotation**

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

**RESOLVED THAT** subject to the provisions of Sections 152, 160, 161, other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of the Company's Articles of Association and as recommended by the Nomination & Remuneration Committee of the Company, Mr Jakob Ruemmler (DIN: 09237428) who was appointed by the Board on 7<sup>th</sup> August, 2021 to fill the casual vacancy arising out of resignation of Mr Mukesh Kumar Somani (DIN: 06608983) be and is hereby appointed as a Non- Executive Non - Independent Director not liable to retirement by rotation.

By Order of the Board

Place: Chennai

**G Venkatram**

Date: 18<sup>th</sup> August, 2021      Company Secretary

**In terms of Sebi (LODR) Regulations 2015 Read with Secretarial Standards on General Meeting, a brief Profile and other Details of Ms Priyamvada Balaji is given below:**

#### **Item No: 3**

Priyamvada Balaji was appointed as a director of the company from 29<sup>th</sup> January, 2018 in the casual vacancy arising out of resignation of Mr K Seshadri. She was nominated by Lucas Indian Service Limited (a Joint Venturer/ Promoter Company) to the Board and her appointment was approved by the shareholders at the Annual General Meeting held on 27<sup>th</sup> August, 2018. She is retiring by rotation in the forthcoming AGM. The Nomination and Remuneration Committee had noted that she is eligible for being re-appointed and recommended this for consideration of shareholders.

<b>Name</b>	<b>Ms Priyamvada Balaji</b>
<b>Date of Birth/ Age</b>	42 years
<b>Qualification</b>	<ol style="list-style-type: none"> <li>1. Post Graduate Diploma from the Indian Institute of Management, Ahmedabad (batch of 2000)</li> <li>2. BA in Economics (Silver Medalist) from Stella Maris College, Chennai.</li> </ol>
<b>Brief Resume</b>	<ul style="list-style-type: none"> <li>• She is currently the Whole-time Director of Lucas TVS Limited and Delphi TVS Technologies Ltd.</li> <li>• Prior to joining the TVS group, she had 12 years of experience in Financial Services in Mumbai and Bangalore working with many international companies.</li> <li>• She was a Senior Director, and Regional Head for the Western Region Corporate ratings at India Ratings (earlier Fitch Ratings India) as well as a member of the National Rating Committee.</li> <li>• She has experience with rating large international bond placements.</li> <li>• Within India Ratings, she has had analytical experience in the automotive, metals and mining and industrial sectors.</li> <li>• She also has experience in leading corporates such as HSBC in the corporate bank and in Arthur Andersen in corporate finance.</li> </ul>
<b>Experience</b>	<p>15 years of experience in Industry with respect to:</p> <ol style="list-style-type: none"> <li>1. Playing leadership roles in reputed Companies, with competencies around strategy development &amp; implementation, sales &amp; marketing, business administration, operations and people management.</li> <li>2. Strong knowledge and experience in automotive industry and in managing business operations of a sizeable organization in the business of manufacture and sale of automobiles, automotive electronics and other auto components.</li> <li>3. Practical knowledge and experience in accounting and finance to analyze statements, assess financial viability, contribute to financial planning, oversee budgets and funding.</li> <li>4. Evaluating performance of senior management, and overseeing strategic human capital/ succession planning. Overseeing in industrial relations and organizational change management programmes.</li> <li>5. Relevant knowledge of IT governance and systems including privacy, data management and security.</li> </ol>
<b>Terms and conditions of re-appointment along with details of remuneration and the remuneration last drawn, if applicable</b>	She is being proposed for re-appointment in the same terms and conditions as was applicable to her before she retires by rotation.
<b>Date of first appointment on the Board</b>	29 <sup>th</sup> January, 2018
<b>Shareholding in the company as of date</b>	NIL



<b>Directorships, if any, in other companies</b>	<ul style="list-style-type: none"><li>• Lucas Indian Service Ltd,</li><li>• Lucas TVS Ltd,</li><li>• Delphi TVS Technologies Ltd,</li><li>• TVS Training and Services Ltd,</li><li>• TVS Automotive Systems Ltd,</li><li>• SB TVS Industrial Ventures Pvt Ltd,</li><li>• Cheema Industrial Ventures Pvt Ltd,</li><li>• Adyar Property Holding Company Pvt Ltd.,</li><li>• Tamil Nadu Skill Development Corporation,</li><li>• Sai Security Printers Pvt Ltd and</li><li>• TN Apex Skill Development Centre for Automobile.</li></ul>
<b>Memberships in Board Committees of other companies</b>	Member of Audit Committee of Lucas Indian Service Ltd
<b>Number of meetings of Board attended during the year 2020-21</b>	5 meetings viz., 27 <sup>th</sup> June, 2020, 20 <sup>th</sup> August, 2020, 12 <sup>th</sup> November, 2020, 12 <sup>th</sup> February, 2021 and 26 <sup>th</sup> March, 2021.
<b>Relationship with other Directors/ Manager/ other Key Managerial Personnel of the company</b>	Ms Priyamvada Balaji is related to the Managing Director and Chairman of the Company.

Ms Priyamvada Balaji is interested in the resolution relating to her appointment as a Director besides the MD and Chairman being her relatives.

The resolution is recommended by the Board for the approval of shareholders.

## Explanatory Statements

**The following Explanatory Statements as required under Section 102 of the Companies 2013 set out all Material Facts relating to the Businesses under Item Nos.4-8 of the Notice.**

### Item No: 4

At the meeting held on 28<sup>th</sup> May, 2021, the Board had approved, after considering the recommendations of the Audit Committee, the re-appointment of Mr K Suryanarayanan, Cost Accountant (Registration No.24946), for the conduct of Cost Audit of the Company at a remuneration of ₹ 3.30 lakhs and reimbursement of actual travel and out-

of-pocket expenses for the financial year ending 31<sup>st</sup> March, 2022. The remuneration approved by the Board of Directors needs to be ratified by the shareholders in terms of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 4 of the Notice. The Board of Directors accordingly recommends the Ordinary Resolution for approval by the members.

## Item No: 5

At the Annual General Meeting held on 27<sup>th</sup> August, 2018, the members had approved transacting with, inter-alia, TVS Motor Company Limited (TVSM), a related party, in any financial year, up to a limit of 70% of the consolidated turnover of the Company for the previous financial year as per the Audited Financial Statements. The approval was given considering the importance of the Company's relationship with TVSM as TVSM was the Company's most important customer right from inception and that TVSM contributes significantly to the Company's revenue and profits. All transactions with TVSM are carried out based on competitive considerations as TVSM has local & global suppliers and the Company has to compete with them for winning TVSM's business.

Owing to the COVID-19 Pandemic, the turnover of the Company for the financial year 2020-21 was impacted and hence, as a percentage of the Consolidated Turnover of previous year, the transactions for the year 2021-22 could be higher than the 70% limit approved, considering the expected rebound in the two-wheeler market. Also, going forward, the Company expects higher turnover with TVSM commensurate with its growth in overall sales and hence, from the financial year 2021-22, the Company proposes to seek the approval of members for an absolute threshold in monetary terms for transacting with TVSM as per the material terms below:

Name of Related Party	Name of Director/ KMP interested	Nature of relationship	Aggregate maximum value of the contract/ arrangement per transaction in any financial year	Nature and material terms of Contract/ arrangement/ transaction
TVS Motor Company Limited	None	Subsidiary of the ultimate parent Company i.e. TV Sundram Iyengar & Sons Private Limited	₹ 500 Crore per financial year	<p>The proposed contracts/ arrangements/ transactions relate to sale /purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the members.</p> <p>Some of the arrangements could be in the form of Purchase Orders/ Service Orders based on negotiations whose terms and conditions shall satisfy arm's length criteria.</p>

- All the transactions were on continuing basis and were undertaken on arm's length basis and in the ordinary course of business.
- The transactions were based on RFQs, Purchase / Service Orders issued from time to time.
- In case of proprietary products, prices are negotiated and agreed mutually based on product specification and degree of customization/ technology involved.



In view of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution. The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Hence, the Audit Committee / Board recommends the resolution set out in the Item as an Ordinary resolution. None of the Related Parties shall vote in the resolution. None of Director, key managerial personnel and their relatives, is concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

#### **Item No: 6**

The Company's existing Share Transfer Agents (STA), Sundaram Clayton Limited (SCL), had communicated their discontinuation of services to all listed Companies they were serving and had issued a notice of termination of service vide their letter dated 1<sup>st</sup> February, 2021.

The Company had three months from 1<sup>st</sup> February, 2021 to transfer the records and migrate to another STA and consequently, the Board had appointed M/s Cameo Corporate Services Ltd, Chennai (Cameo) as the new STA of the Company for a period of three years from the effective date of their appointment, which may be renewed from time to time.

The Shareholders had approved maintaining the Register/ Index of Members, Duplicate Share Certificate Registers and Register of Security Holders at the office of SCL on 10<sup>th</sup> April, 2013 under the provisions of Companies Act, 1956. Now, approval of members is being sought to maintain the

said Registers & Records at the premises where Cameo is currently operating i.e. "Subramanian Building", No.1, Club House Road, Chennai-600002 or at any other place where atleast one tenth of the total number of members of the Company reside, as required by the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the special resolution for approval of the members.

#### **Item Nos: 7 & 8**

As per Article 85(b)(ii) of the Articles of Association of the Company, Mahle Electric Drives Japan Corporation (MEDJ), a Promoter of the Company, is entitled to nominate two Directors on the Board till the time MEDJ along with Mahle Holding (India) Pvt Limited (MHIL), which is another Promoter of the Company, holds not less than fifteen percentage (15%) of the Company's share capital. Both collectively hold 20.51% of the Company's share capital. This clause was approved by the shareholders at the Annual General Meeting held on 21<sup>st</sup> September, 2020. Mr Mukesh Somani (DIN 06608983) and Mr Tadaya Momose (DIN 06984707) were the Directors on the Company's Board as MEDJ nominees. Mr Mukesh Somani was not liable to retire by rotation while Mr T Momose was liable to retire by rotation.

Due to organizational changes at MEDJ, MEDJ had communicated about appointing two new Directors on the Board of the Company in the place of the existing Directors nominated by them. The two existing Directors had tendered their resignation from the Board with effective from 7<sup>th</sup> August, 2021. The following table shows the changes proposed:

Name of the Existing Director	Status of Directorship	Replacing Director
Mr Mukesh Somani	Not liable to retire by rotation	Mr Jakob Ruemmler (DIN 09237428)
Mr Tadaya Momose	Liable to retire by rotation	Mr Kiyoyasu Kawakami (DIN 0009283649)

Mr Jakob Ruemmler had been appointed in the casual vacancy, as per Section 161 of the Act, arising out of the resignation of Mr Mukesh Somani at the Board meeting held on 7<sup>th</sup> August, 2021 and is being placed for confirmation of the shareholders as required by that Section. Accordingly, the term of appointment of Mr Jakob Ruemmler shall commence on 7<sup>th</sup> August, 2021. Mr Jakob Ruemmler will not be liable to retire by rotation as he replaces Mr Mukesh Somani who was not liable to retire by rotation.

Mr Kiyoyasu Kawakami was appointed as an additional Non – Executive Non – Independent Director liable to retire by rotation on 18<sup>th</sup> August, 2021. Accordingly, the same is being placed for regularization of the members as required by the Companies Act, 2013.

Both Mr Jakob Ruemmler and Mr Kiyoyasu Kawakami's Directorships has been recommended by the Nomination and Remuneration Committee at their meeting held on 6<sup>th</sup> August, 2021 and approved by the Board on 7<sup>th</sup> August, 2021 and 18<sup>th</sup> August, 2021 respectively. They had submitted all the relevant declarations as required by the Companies Act, 2013 and SEBI Listing Regulations which were considered by the NRC and Board.

None of the Directors, except for the appointees, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the Ordinary Resolution for approval of the members. Details as per the Secretarial Standards and SEBI (LODR) Regulations are as below:

Name	Mr Jakob Ruemmler	Mr Kiyoyasu Kawakami
Date of Birth/ Age	36 years	58 years
Qualification	<ol style="list-style-type: none"> <li>Certified Tax Advisor</li> <li>Business studies at the University for Business and Environment Nürtingen-Geislingen</li> <li>Degree: Diploma with award in business administration</li> </ol>	<ol style="list-style-type: none"> <li>Shibaura Institute of Technology, Mechanical Engineering</li> <li>Project Management (PMP in 2001)</li> <li>Engineering management, Process Engineering and management</li> <li>Vehicle production system</li> <li>SAP / MES system</li> </ol>





<b>Brief Resume &amp; Experience</b>	<ul style="list-style-type: none"> <li>• Currently CFO of Mahle India, Service Controlling Asia and Head of Financial Analysis and Planning for Asia</li> <li>• Earlier, had served as:             <ul style="list-style-type: none"> <li>a) Head of/Senior Manager Financial Analysis, Asia and Service Controlling Asia from Tokyo, Japan</li> <li>b) Financial Analyst Europe at MAHLE International GmbH, Germany</li> <li>c) Senior Audit Consultant, Tax advisor at PriceWaterhouseCoopers AG</li> </ul> </li> <li>• Total 12 years of experience.</li> </ul>	<p>Currently, General Manager and Director in Mahle Electric Drives Japan Corporation, VP Operation in China and Plant Manager in Japan.</p> <ul style="list-style-type: none"> <li>• Handling Project management for large OEM projects in several countries.</li> <li>• Total 34 years of experience in Automotive for global customers. Especially for Project/engineering management for OEM.</li> <li>• Previously worked with Shanghai GM, DCX Bramalea/Jefferson, GM Thailand, GM India, Mercedes Benz Alabama, NED CAR (Netherlands), Ford Motor India, Ford Motor (USA, UK), GM Indonesia, GM Holden, Nissan, Karmann, Webasto.</li> </ul>
<b>Terms and conditions of appointment or re-appointment along with details of remuneration and the remuneration last drawn, if applicable</b>	Director not retiring by rotation. He shall be entitled for remuneration as applicable to all the Non-executive Directors of the Company.	Director retiring by rotation. He shall be entitled for remuneration as applicable to all the Non-executive Directors of the Company.
<b>Date of first appointment on the Board</b>	7 <sup>th</sup> August, 2021	18 <sup>th</sup> August, 2021
<b>Shareholding in the company as of date</b>	NIL	NIL
<b>Directorships, if any, in other companies</b>	NIL	NIL
<b>Memberships in Board Committees of other companies</b>	NIL	NIL
<b>Number of meetings of Board attended during the year 2020-21</b>	NA	NA
<b>Relationship with other Directors/ Manager/ other Key Managerial Personnel of the company</b>	NIL	NIL

## Important Notes to Shareholders:

- 1) In view of the situation arising due to COVID-19 global pandemic, the Annual General Meeting (AGM) shall be conducted through video conferencing (VC) or Other Audio Visual Means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No.02/2021 dated 13<sup>th</sup> January, 2021 and SEBI Circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated 15<sup>th</sup> January, 2021 and other applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) The Company has enabled the Members to participate and vote at the 36<sup>th</sup> AGM through VC/ OAVM facility provided by Central Depository Services (India) Limited (CDSL). The instructions for participation by Members in the AGM, remote e-voting and e-voting at the AGM are given in the subsequent paragraphs.
- 3) A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the 36<sup>th</sup> AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically at the link mentioned therein, wherever applicable. In other cases, Members seeking to inspect the documents can send an email to investors@inel.co.in.
- 4) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA & SEBI Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act 2013, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for the purpose of attending the AGM through VC/ OAVM.
- 5) Institutional/ Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution, authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to prabhakar@bpcorpadvisors.com with a copy marked to helpdesk.evoting@cdslindia.com.
- 6) As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from, 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Ltd., (Cameo) for assistance in this regard.



- 7) Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the company or the Share Transfer Agent (Cameo) in case the shares are held by them in physical form.
- 8) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their DPs in case the shares are held by them in electronic form and to Cameo in case the shares are held by them in physical form.
- 9) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 10) Pursuant to IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, the company has uploaded the details of unclaimed/ unpaid dividends lying with the company on the website of the company viz., <https://indianippon.com/investors/#tab-1538379419138-9-1>, The dividends remaining unpaid for a period of over 7 years shall be transferred to the Investor Education and Protection Fund of the Government of India. Hence, the Members who have not claimed their dividends relating to the earlier years may write to the company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to said fund is provided in the Corporate Governance Report.
- 11) In accordance with Section 125(5) of the Companies Act, 2013, the company has transferred the unclaimed/ unpaid dividends lying with the company for a period of over 7 years, to the IEPF established by the Government of India.
- 12) In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the company to IEPF. The shareholders/ their legal heirs are entitled to claim the said shares and the dividend, so transferred, from the IEPF by making an online application in Form No. IEPF-5 to the IEPF Authority. The procedure and the form are available at [www.iepf.gov.in](http://www.iepf.gov.in).
- 13) In compliance with the aforesaid Circulars of MCA & SEBI, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on August 20, 2021. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.indianippon.com](http://www.indianippon.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL viz, [www.cdslindia.com](http://www.cdslindia.com). Since the AGM will be held through VC/ OAVM, the Route Map is not annexed to the Notice.
- 14) In case a person becomes a Member after August 20, 2021, such person

may write to the Company/ Cameo by e.mail at investors@inel.co.in/ investor@cameoindia.com providing the e.mail address, mobile number, self-attested PAN copy along with Client Master copy (in case of electronic holding)/ copy of share certificate (in case of physical holding) for getting the weblink for the Notice and the Annual Report. Procedure for participation in AGM and e-Voting shall be as detailed elsewhere in the Notice. Only a Member as on 10<sup>th</sup> September, 2021 will be eligible to participate and vote on the resolutions. Person who is not a member as on the cut-off date i.e., 10<sup>th</sup> September, 2021, should treat this Notice for information purpose only.

- 15) The Register of Members and Share Transfer Books of the Company will remain closed from 11<sup>th</sup> September, 2021 to 17<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
- 16) The company is releasing a public notice by way of advertisement in newspapers in English (Business Standard) and Tamil (Hindu Tamil), containing the following information:
  - i. Convening of AGM through V.C./ O.A.V.M. in compliance with applicable provisions of the Act.
  - ii. Date and time of the 36<sup>th</sup> A.G.M.
  - iii. Availability of Notice of the Meeting on the website of the company, the Stock Exchanges viz., BSE Ltd, National Stock Exchange of India Ltd where the shares of the company are listed and at <https://www.evotingindia.com>.
  - iv. Requesting the members who have not registered their e.Mail addresses

with the company, to get the same registered with the company.

- 17) The cut-off date will be 10<sup>th</sup> September, 2021 for determining the eligibility to vote by remote eVoting or in the AGM.
- 18) The Board of Directors, at its meeting held on 7<sup>th</sup> August, 2021 has appointed, M/s BP & Associates (Entity ID:83104), Company Secretaries, Chennai, represented by Mr C Prabhakar, Partner, who is not in full time employment of the company, as Scrutinizer, for scrutinizing the remote e-voting and e-voting at the AGM in a fair and transparent manner.
- 19) The Scrutinizer shall, immediately after the conclusion of e-voting during the AGM, first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- 20) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indianippon.com](http://www.indianippon.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) forthwith. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- 21) The following documents will be available for inspection by the Members electronically during the 36<sup>th</sup> AGM:
  - Register of Directors and Key Managerial Personnel and their shareholding



- Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.

22) Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/ OAVM will be made available to atleast 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

### **Instructions for Shareholdres for Remote E-Voting and E-Voting during AGM:**

#### **a) Instructions for Remote E-Voting**

(i) The voting period begins from 9 AM on 14<sup>th</sup> September, 2021 and ends at 5 PM on 16<sup>th</sup> September, 2021. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 10<sup>th</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In terms of SEBI Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated 9<sup>th</sup> December, 2020 on 'eVoting facility provided by Listed

Companies', Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and e.mail id in their demat accounts in order to access evoting facility. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 10<sup>th</sup> September, 2021.
- (iii) Members who have already voted prior to the meeting date would not be entitled to vote on the meeting date.
- (iv) Pursuant to the said SEBI Circular, Login method for eVoting and joining the AGM through VC/ OAVM for individual shareholders holding shares in Demat mode are given below:

Type of Shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period or joining the AGM through VC &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC &amp; voting during the meeting.</li> </ol>



Type of Shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode login through DPs</b>	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

(v) Login Method for eVoting and joining AGM through VC/ OAVM for shareholders other than individual shareholders holding in Demat Form & physical Shareholders:

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- Click on Shareholders module.
- Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

#### For Members holding shares in Demat Form and Physical Form:

<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number the first two letters of their name in Capital letters and the 8 digits of the Client Id/ Folio Number in the PAN field.</p> <p>In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

After entering these details appropriately, click on "SUBMIT" tab.

- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (viii) Click on the EVSN for the relevant Company Name viz., India Nippon Electricals Ltd., on which you choose to vote.
  - (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xiv) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- b) Instructions for Members Attending the AGM through VC/OAVM are as under:**
1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members login by using the remote e-voting credentials. The link for VC/OAVM will be available where the EVSN of Company will be displayed.
  2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Members who would like to express their views/ ask questions during the





meeting may register themselves as a speaker by sending in their request by e.mail to investors@inel.co.in/ investor@cameoindia.com during the period from 11<sup>th</sup> September, 2021 (9:00 A.M.) upto 13<sup>th</sup> September, 2021 (5:00 P.M.) mentioning their name, demat account number/ folio number, email id, mobile number. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting. Members who do not wish to speak during the AGM but have queries may send in their queries during the said period mentioning their name, demat account number/folio number, email id, mobile number at investors@inel.co.in/ investor@cameoindia.com. These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

**c) Instructions for Shareholders for E-Voting during the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(i) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any,

should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; prabhakar@bpcorpadvisors.com (scrutinizer id) and investors@inel.co.in (company id), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call (22) 23058738/23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Maraton Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai-400013 or send an e.mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call (22) 23058542/43.

### **Process for those Shareholders whose Email Addresses are not Registered with the Depositories for Obtaining Login Credentials for E-Voting for the Resolutions Proposed in this Notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any other proof issued by the Government by email to [investors@inel.co.in](mailto:investors@inel.co.in)/ [investor@cameoindia.com](mailto:investor@cameoindia.com).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any other proof issued by the Government to [investors@inel.co.in](mailto:investors@inel.co.in)/ [investor@cameoindia.com](mailto:investor@cameoindia.com). Also please update your mobile number and e.mail id with your respective Depository Participants (DPs) which is mandatory for e-Voting/ joining virtual meetings through Depository.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.