

**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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	31-12-2021
Risk management committee	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)						
Whether 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	AAFPPB7797J	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	2	0			
3	Mr	ANANT JAIVANT TALAULICAR	AAAPT2311F	00031051	Non-Executive - Independent Director	Not Applicable		11-07-1961	NA		06-04-2019	16-08-2019		33	7	6	6	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		93	1	1	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
5	Mrs	JAYSHREE SURESH	AAFPP0115Q	06861217	Non-Executive - Independent Director	Not Applicable		02-10-1952	NA		27-08-2014	16-08-2019		93	1	1	1	1		
6	Mr	JAKOB RUEMLER	FHFPR3284C	09237428	Non-Executive - Non Independent Director	Not Applicable		27-03-1985	NA		07-08-2021				1	0	0	0		
7	Mr	KIYOYASU KAWAKAMI	ZZZZZ9999Z	09283649	Non-Executive - Non Independent Director	Not Applicable		24-09-1963	NA		18-08-2021				1	0	0	0	Textual Information(2)	
8	Ms	PRIYAMVADA BALAJI	AAKPP1194L	00730712	Non-Executive - Non Independent Director	Not Applicable		23-10-1978	NA		29-01-2018	17-09-2021			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		93	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		93	4	4	9	3		

**Text Block**

Textual Information(1)

In case of Directors retiring by rotation, their date of appointment after reitirement is shown under the heading "Date of Re-appointment".

Textual Information(2)

Mr Kiyoyasu Kawakami is a Japanese National and he does have a PAN issued by the Govt. of India.

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	TK 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	06861217	JAYSHREE SURESH	Non-Executive - Independent Director	Chairperson	06-04-2019		Textual Information(1)
2	00002010	TK BALAJI	Non-Executive - Non Independent Director	Member	29-01-2018		
3	00026763	R VIJAYARAGHAVAN	Non-Executive - Independent Director	Member	29-01-2018		



**Sr Text Block**

Textual Information(1)

Ms Jayshree Suresh was appointed as the Chairperson of Stakeholder Relationship Committee with effect from 7th August 2021.

Risk Management Committee							
Whether the Risk Management 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	00031051	ANANT JAIVANT TALAULICAR	Non Executive Independent Director	Chairperson	07-08-2021		
2	00557711	ARVIND BALAJI	Executive Director	Member	07-08-2021		
3	00000000	RAVINDER SHARMA	President	Member	07-08-2021		Textual Information(1)

**Sr Text Block**

Textual Information(1)

Mr Ravinder Sharma, President is a Non-Director Member of the Risk Management Committee. He does not hold a Director Identification Number.

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 Corporate Social Responsibility 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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	07-08-2021				Yes		
2		13-11-2021	97		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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	06-08-2021				Yes		
2	Audit Committee	12-11-2021	97			Yes	3	3
3	Audit Committee	29-12-2021	46			Yes	2	2
4	Corporate Social Responsibility Committee	06-08-2021				Yes		
5	Corporate Social Responsibility Committee	12-11-2021				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 October 2021 to 31st December 2021. 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: Sale of goods

Value of transaction: Rs. 9,108.97 Lakhs (Oct'21-Dec'21)

Value of transaction: Rs. 26,343.15 Lakhs (Apr'21-Dec'21)

Nature of Transactions: Services rendered:

Value of Transactions: Rs.69.75 lakhs (Oct'21-Dec'21)

Value of transaction: Rs. 76.04 Lakhs (Apr'21-Dec'21)

Nature of Transactions: Services received:

Value of Transactions: Rs.0.05 Lakhs (Oct'21-Dec'21)

Value of transaction: Rs.1.16 Lakhs (Apr'21-Dec'21)

Remarks: Approval of the shareholders obtained at the AGM held on 27th August 2018 which was revised subsequently at the AGM held on 17th September, 2021.

**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)	Yes
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

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

**Text Block**

Textual Information(1)

The Company falls under 799th/ 850th position in BSE and NSE respectively as of 31st March 2021 based on market cap and the requirement of constituting the Risk Management Committee is effective November 2021. Since the company has constituted the Committee during the current year, we are showing Yes under sl no.5.

**Signatory Details**

Name of signatory	G Venkatram
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	20-01-2022

