

**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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	30-06-2022
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	T K Balaji	AAFPPB7797J	00002010	Non-Executive - Non Independent Director	Chairperson		12-07-1948	NA		28-07-1986	16-08-2019		1	0	1	0			
2	Mr	Arvind Balaji	AALPA3558Q	00557711	Executive Director	Not Applicable	MD	08-12-1974	NA		01-04-2013	01-04-2018		2	1	3	0			
3	Mr	Anant Jaivant Talaulicar	AAAPT2311F	00031051	Non-Executive - Independent Director	Not Applicable		11-07-1961	NA		06-04-2019	16-08-2019		39	6	5	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		99	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		99	1	1	1	1		
6	Mr	Jakob Ruemmler	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		
9	Mr	K G Raghavan	ACEPR8858H	00359471	Non-Executive - Independent Director	Not Applicable		02-05-1954	NA		27-08-2014	16-08-2019		99	1	1	1	1		
10	Mr	R Vijayaraghavan	AAFPPV6706P	00026763	Non-Executive - Independent Director	Not Applicable		02-01-1950	NA		27-08-2014	16-08-2019		99	4	4	9	4		

**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 not 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	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	06861217	Jayshree Suresh	Non-Executive - Independent Director	Chairperson	06-04-2019		Textual Information(1)
2	00002010	T K 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)

Mrs Jayshree Suresh was appointed as the Chairperson of the 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	99999999	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)

Mrs Jayshree Suresh was appointed as the Chairperson of the Corporate Social Responsibility Committee with effect from 6th April 2019.

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

## 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	09-02-2022				Yes		
2	Audit Committee	25-05-2022	104			Yes	3	3
3	Nomination and remuneration committee	25-05-2022				Yes	2	1
4	Risk Management Committee	25-05-2022				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 2022 to 30th June 2022(\*). 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: Promoter Group Entity\*

Nature of transactions: Sale of goods

Value of transaction: Rs.7,507.67 Lakhs (Apr'22-Jun'22)

Nature of Transactions: Services rendered

Value of Transactions: Rs.10.58 Lakhs (Apr'22-Jun'22)

Nature of Transactions: Services received

Value of Transactions: Rs.0.15 Lakhs (Apr'22-Jun'22)

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.

(\*) Mrs Sheela Balaji became a Promoter individual of the Company pursuant to the Composite Scheme of Amalgamation which was approved by the National Company Law Tribunal on 6th December 2021. The said composite scheme was, inter alia, amongst T V Sundram Iyengar & Sons Private Limited (TVSS), Sundaram Industries Private Limited (SIPL), Southern Roadways Private Limited (SRPL) and SB TVS Industrial Ventures Private Limited (formerly known as SB Industrial Ventures Private Limited (SBTIVPL) (Composite Scheme) in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 and rules made thereunder and other applicable laws. As per the Composite Scheme, SIPL and SRPL were amalgamated with TVSS and were dissolved without the process of winding up. Subsequently, with effect from 4th February 2022 (which was the Second Appointed Date), the Lucas TVS Automotive Electrical business undertaking of TVSS (which includes equity shares of Lucas TVS held by TVSS, equity shares of Lucas Indian Service Ltd (LIS) (held through LTVS) and India Nippon Electricals Limited (held through LIS)) was demerged from TVSS to SBTIVPL. Therefore, after the Second Appointed Date, 53.01% shareholding of TVSS in LTVS had vested in SBTIVPL and because of this, SBTIVPL became the Company indirectly holding the shares of India Nippon Electricals Limited through its Subsidiaries LTVS and LIS. Promoter Group has been drawn to comply with the definition under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in line with the Composite Scheme. As per recent amendments, definition of the Related party includes a person or entity forming part of the promoter or promoter group of the listed entity. Hence, after further acquisition of shares of the company on 30th March 2022, the shareholding of LIS became 50.80% and TVS Motor Company Ltd, a member of the promoter group, became a related party to the company.



## 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

### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	R Poornima
2	Designation	Compliance Officer

**Text Block**