

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 | Half Yearly |
| Date of Report | 30-09-2022 |
| 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 related to Promoter

Yes

Disqualification of Directors under section 164 of the Companies Act, 2013

| 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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 related to Promoter | | 12-07-1948 | No | | | | Active | NA | | 28-07-1986 | 21-09-2022 | | | 1 | 0 | 0 | 0 | | |
| 2 | Mr | Arvind Balaji | AALPA3558Q | 00557711 | Executive Director | Not Applicable | MD | 08-12-1974 | No | | | | Active | NA | | 01-04-2013 | 10-08-2022 | | | 2 | 1 | 4 | 0 | | |
| 3 | Mr | Anant Jaivant Talaulicar | AAAPT2311F | 00031051 | Non-Executive - Independent Director | Not Applicable | | 11-07-1961 | No | | | | Active | NA | | 06-04-2019 | 16-08-2019 | | 42 | 6 | 5 | 6 | 0 | | |
| 4 | Mr | V Balaraman | AAAPB3329D | 00267829 | Non-Executive - Independent Director | Not Applicable | | 18-08-1946 | No | | | | Active | Yes | 16-08-2019 | 27-08-2014 | 16-08-2019 | 21-09-2022 | 102 | 0 | 0 | 0 | 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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 | No | | | | Active | NA | | 27-08-2014 | 16-08-2019 | 21-09-2022 | 102 | 0 | 0 | 0 | 0 | | |
| 6 | Mr | Jakob Ruemmler | FHFPR3284C | 09237428 | Non-Executive - Non Independent Director | Not Applicable | | 27-03-1985 | No | | | | Active | NA | | 07-08-2021 | | | | 1 | 0 | 0 | 0 | | |
| 7 | Mr | Kiyoyasu Kawakami | ZZZZZ9999Z | 09283649 | Non-Executive - Non Independent Director | Not Applicable | | 24-09-1963 | No | | | | Active | 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 | No | | | | Active | NA | | 29-01-2018 | 16-08-2019 | | | 1 | 0 | 2 | 0 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 | No | | | | Active | NA | | 27-08-2014 | 16-08-2019 | | 102 | 1 | 1 | 1 | 1 | | |
| 10 | Mr | R Vijayaraghavan | AAFPV6706P | 00026763 | Non-Executive - Independent Director | Not Applicable | | 02-01-1950 | No | | | | Active | NA | | 27-08-2014 | 16-08-2019 | | 102 | 4 | 4 | 10 | 3 | | |
| 11 | Mr | Heramb Ravindra Hajarnavis | ACMPH7265C | 01680435 | Non-Executive - Independent Director | Not Applicable | | 13-09-1974 | No | | | | Active | NA | | 10-08-2022 | | | 2 | 2 | 2 | 1 | 0 | | |
| 12 | Mrs | Gangapriya Chakravarti | AAAPC5386P | 00378385 | Non-Executive - Independent Director | Not Applicable | | 18-01-1968 | No | | | | Active | NA | | 10-08-2022 | | | 2 | 1 | 1 | 1 | 0 | | |

| Text Block | |
|------------------------|---|
| Textual Information(1) | In case of Directors retiring by rotation, their date of appointment after retirement is shown in the heading "Date of Re-appointment". |
| Textual Information(2) | Mr Kiyoyasu Kawakami is a Japanese National. He does not have a PAN issued by the Government 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 | 00031051 | Anant Jaivant Talaulicar | Non-Executive - Independent Director | Member | 30-05-2019 | | |
| 3 | 00026763 | R Vijayaraghavan | Non-Executive - Independent Director | Member | 27-03-2018 | | |
| 4 | 00730712 | Priyamvada Balaji | Non-Executive - Non Independent Director | Member | 21-09-2022 | | |
| 5 | 01680435 | Heramb Ravindra Hajarnavis | Non-Executive - Independent Director | Member | 21-09-2022 | | |
| 6 | 00267829 | V Balaraman | Non-Executive - Independent Director | Member | 27-03-2022 | 21-09-2022 | Textual Information(1) |

Sr Text Block

Textual Information(1)

Mr V Balaraman completed 2 terms as an Independent Director at the conclusion of the Annual General Meeting of the Company held on 21st September 2022 and retired from directorship.

| 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 | 00026763 | R Vijayaraghavan | Non-Executive - Independent Director | Chairperson | 06-08-2014 | | Textual Information(1) |
| 2 | 00002010 | T K Balaji | Non-Executive - Non Independent Director | Member | 06-08-2014 | | |
| 3 | 00031051 | Anant Jaivant Talaulicar | Non-Executive - Independent Director | Member | 21-09-2022 | | |
| 4 | 00267829 | V Balaraman | Non-Executive - Independent Director | Member | 06-08-2014 | 21-09-2022 | Textual Information(2) |

Sr Text Block

| | |
|------------------------|---|
| Textual Information(1) | Mr R Vijayaraghavan was appointed as Chairperson of the Committee with effect from 21st September 2022. |
| Textual Information(2) | Mr V Balaraman completed 2 terms as an Independent Director at the conclusion of the Annual General Meeting of the Company held on 21st September 2022 and retired from directorship. |

| 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 | | Textual Information(1) |
| 2 | 00557711 | Arvind Balaji | Executive Director | Member | 21-09-2022 | | |
| 3 | 00378385 | Gangapriya Chakravarti | Non-Executive - Independent Director | Member | 21-09-2022 | | |
| 4 | 00002010 | T K Balaji | Non-Executive - Non Independent Director | Member | 29-01-2018 | 21-09-2022 | |
| 5 | 06861217 | Jayshree Suresh | Non-Executive - Independent Director | Chairperson | 06-04-2019 | 21-09-2022 | |

Sr Text Block

Textual Information(1)

Mr R Vijayaraghavan was appointed as Chairperson of the Committee with effect from 21st September 2022.

| 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 | 01680435 | Heramb Ravindra Hajarnavis | Non-Executive - Independent Director | Member | 21-09-2022 | | |
| 4 | 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 have 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 | 00378385 | Gangapriya Chakravarti | Non-Executive - Independent Director | Chairperson | 21-09-2022 | | |
| 2 | 00557711 | Arvind Balaji | Executive Director | Member | 06-08-2014 | | |
| 3 | 00730712 | Priyamvada Balaji | Non-Executive - Non Independent Director | Member | 06-04-2019 | | |
| 4 | 06861217 | Jayshree Suresh | Non-Executive - Independent Director | Chairperson | 06-08-2014 | 21-09-2022 | Textual Information(1) |

Sr Text Block

Textual Information(1)

Mrs Jayshree Suresh, completed 2 terms as an Independent Director at the conclusion of the Annual General Meeting of the Company held on 21st September 2022 and retired from directorship.

| 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) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 26-05-2022 | | | | Yes | 10 | | |
| 2 | | 10-08-2022 | 75 | | Yes | 10 | 8 | 4 |

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) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 25-05-2022 | | | | Yes | 4 | | | 0 |
| 2 | Audit Committee | 09-08-2022 | 75 | | | Yes | 4 | 4 | 4 | 0 |
| 3 | Nomination and remuneration committee | 25-05-2022 | | | | Yes | 3 | 2 | | 0 |
| 4 | Nomination and remuneration committee | 09-08-2022 | 75 | | | Yes | 3 | 3 | 2 | 0 |
| 5 | Stakeholders Relationship Committee | 09-08-2022 | | | | Yes | 3 | 3 | 2 | 0 |
| 6 | Corporate Social Responsibility Committee | 25-05-2022 | | | | Yes | 3 | 3 | 1 | 0 |

Annexure 1**IV. Meeting of Committees**

| 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) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|----|---|---|---|-------------------------|-------------------------------|--|---|--|---|--|
| 7 | Corporate Social Responsibility Committee | 09-08-2022 | 75 | | | Yes | 3 | 3 | 1 | 0 |

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 September 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: Relative of Ultimate Holding Company.
Nature of transactions: Sale of goods
Value of transaction: Rs. 9,528.71 Lakhs (Jul'22-Sep'22)
Value of transaction: Rs. 17,036.38 Lakhs (Apr'22-Sep'22)
Nature of Transactions: Services rendered
Value of Transactions: Rs.32.78 (Jul'22-Sep'22)
Value of transaction: Rs.43.36 Lakhs (Apr'22-Sep'22)
Nature of Transactions: Services received
Value of Transactions: NIL (Jul'22-Sep'22)
Value of transaction: Rs.0.15 Lakhs (Apr'22-Sep'22).

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 1000 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

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 | R Poornima |
| 2 | Designation | Compliance Officer |

Additional Half yearly Disclosure

| | | |
|------------------------------|------------------------|--|
| Applicability of disclosure | Not Applicable | |
| Reason for Non Applicability | Textual Information(1) | |

| Signatory Details | |
|-----------------------|--------------------|
| Name of signatory | R Poornima |
| Designation of person | Compliance Officer |
| Place | Chennai |
| Date | 21-10-2022 |

