



Notice to Shareholders

NOTICE is hereby given that the 37th Annual General Meeting of the Shareholders of INDIA NIPPON ELECTRICALS LIMITED will be held on Wednesday the 21st September 2022 at 10:00 A.M. (I.S.T.) through Video Conferencing (V.C.) / Other Audio-Visual Means (O.A.V.M.) to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of the audited financial statements of the Company for the financial year ended 31st March 2022, together with the reports of Board of Directors and Auditors thereon.

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

RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors, be and are hereby considered and adopted.

RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors, be and are hereby considered and adopted.

2. Declaration of Dividend for the year 2021-22

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

RESOLVED THAT the interim dividend of ₹ 6.25 declared and paid for every equity share of face value of ₹ 5 each on 2,26,21,424 equity shares, by the Board of Directors of the Company as per

Resolution passed on 10th February 2022, absorbing a total sum of ₹ 1,413.84 lacs, be and is hereby noted and confirmed as the final dividend for the year ended 31st March 2022.

3. Election of Mr T K 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 Mr T K Balaji (DIN: 00002010), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable for retirement by rotation.

4. Re-Appointment of Statutory Auditors, M/s. Deloitte Haskins & Sells LLP

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 read with rule 3 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof) if any, of the Companies Act, 2013, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte, Haskins & Sells LLP (DHS LLP) Firm Registration No.: 117366W/W-100018 be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office for a second term of five consecutive years from the conclusion of this 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company to be held in 2027 to examine

and audit the accounts of the Company on such remuneration plus applicable taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and Statutory Auditors of the Company.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution.”

SPECIAL BUSINESS

5. Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2022-23

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 lakhs thirty thousand only) plus taxes as applicable and reimbursement of actual travel and out- of-pocket expenses for the financial year ending 31st March, 2023 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.

6. Appointment of Mr. Heramb Ravindra Hajarnavis (DIN: 01680435) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT Mr. Heramb Ravindra Hajarnavis (DIN: 01680435), who was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on August 10, 2022, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and article 89 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 10th August 2022.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the appointment Mr. Heramb Ravindra Hajarnavis (DIN: 01680435), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who is eligible for appointment as a Non-executive, Independent Director of the Company for a term of 4 years with effect from 10th August 2022 and who would not be liable to retire by rotation, be and is hereby approved.”



7. Appointment of Ms Gangapriya Chakraverti (DIN:00378385) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT Ms Gangapriya Chakraverti (DIN:00378385), who was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on August 10, 2022, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and article 89 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 10th August 2022.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Ms Gangapriya Chakraverti (DIN:00378385), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI

Listing Regulations, and who is eligible for appointment as a Non-executive, Independent Director of the Company for a term of 4 years, with effect from 10th August 2022 and who would not be liable to retire by rotation, be and is hereby approved."

8. To Consider and approve re-appointment of Mr. Arvind Balaji (DIN: 00557711) as Managing Director of the Company and revision in terms of remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and rules made thereunder SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other rules, laws, regulations, guidelines, amendments or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr. Arvind Balaji (DIN: 00557711) with effect from 10th August 2022 for a period of 5 years with remuneration prescribed as per Section 196,197(1) and 198 of the Companies Act, 2013 with effect from 1st April 2022.

"RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year, the Company has no profits or its profits are inadequate, the salary, perquisites, and any other allowances not exceeding ₹ 3 crores per annum shall be paid as minimum remuneration to Mr. Arvind Balaji with effect from 1st April 2022 for

the period of 3 years, in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT, Mr. Arvind Balaji, Managing Director be and is hereby also eligible for the following perquisites which shall not be included in the remuneration (the same shall be over and above the remuneration)

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
- iii) Encashment of leave as per Company's rules, at the end of the tenure.

"RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory statement of this Resolution shall be deemed to form part hereof.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.

Item no: 9

Material related party transaction(s) between the Company and TVS Motor Company Limited, relatives of ultimate holding Company

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

"RESOLVED THAT in accordance with the provisions of Regulation 23 of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), consent be and is hereby accorded to the Company for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) with Material Related Party Transactions with TVS Motor Company Limited, a related party under Regulation 2(1)(zb) of the Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise for the Transactions as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on such terms and conditions as may be mutually agreed between the parties, individually and/ or in the aggregate upto an amount not exceeding ₹ 500 Crores in a financial year, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the



Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects.”

Item no. 10

Material related party transaction(s) between the Company and Lucas Indian Service Limited (“LIS”), holding Company

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

“RESOLVED THAT in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), consent be and is hereby accorded to the Company for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) with Material Related Party Transactions with Lucas Indian Service Limited, a related party under Regulation 2(1)(zb) of the Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise for the Transactions as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on such terms and conditions

as may be mutually agreed between the parties, individually and/ or in the aggregate upto an amount not exceeding 15% of the previous year consolidated turnover, in any financial year, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

By Order of the Board

Place:Hosur
Date: 10th August 2022

T K Balaji
Chairman
DIN: 00002010

IN TERMS OF SEBI (LODR) REGULATIONS 2015 READ WITH SECRETARIAL STANDARDS ON GENERAL MEETING, A BRIEF PROFILE OF MR. T K BALAJI AND DETAILS OF RE-APPOINTMENT OF STATUTORY AUDITORS ARE GIVEN BELOW:

Item no.3

Mr T K Balaji (DIN: 00002010) as Director liable for retirement by rotation

Mr T K Balaji (DIN: 00002010) was born on 12th July 1948. He is a Bachelor of Engineering, secured first rank from Madras University and is also a Master of Business Administration from IIM Ahmedabad with a Gold medal for outstanding scholastic performance. Mr T K Balaji was a member of Development Council for Automobiles & Allied Industries, Government of India. He was the past President of Automotive Component Manufacturers Association of India (ACMA). He had served on the CII National Council for a number of years. He was conferred a Special Award by the FIE Foundation of Maharashtra in March 1995 in recognition of his contribution to the development of automotive component industry.

He is the Chairman and Managing Director of Lucas TVS Ltd and Managing Director of Delphi TVS Technologies Ltd. He is holding a position of Director in various companies including TVS Automotive Systems Ltd, SB TVS Industrial Ventures Pvt Ltd, TVS Indecon Ltd, TVS & Sons Pvt Ltd, Lucas Indian Service Ltd, Harita Trade & Services Pvt Ltd and Cheema TVS Industrial Ventures Pvt Ltd. Further details as required under the Secretarial Standards are available in the report on Corporate Governance, which forms part of the Board's Report.

Mr T K Balaji, Chairman is interested in the resolution relating to his re-appointment as Director besides Mr Arvind Balaji, Managing

Director and Ms. Priyamvada Balaji, Director being his relatives. Other directors or key managerial personnel or their respective relatives are not interested in this resolution.

The ordinary resolution regarding re-appointment of Mr T K Balaji is recommended for the approval of the Members.

Item no.4

Re-appointment of Statutory Auditors of the Company

As per the provisions of Section 139 of the Companies Act 2013, M/s. Deloitte, Haskins & Sells LLP (DHS) Firm Registration No.: 117366W/W-100018 who were appointed for 5 years at the AGM of the Company held on 24th August 2017 completes their full term of 5 years with this AGM. In view of this, DHS has consented to be re-appointed as Statutory auditors of the company for a second term of 5 years from the conclusion of this AGM until the conclusion of the AGM to be held in the year 2027 and have confirmed that their re-appointment, if made, would be within the limits as specified in Section 141 (3) (g) of the Act.

DHS have also confirmed that they are not disqualified to be re-appointed as auditors of the company pursuant to the provisions of Sections 139, 142 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof) if any, of the Companies Act, 2013.

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 recommends the ordinary resolution as set out under Item no.4 of the Notice for the approval of the Members.



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. 5 TO 10 OF THE NOTICE.

Item no: 5

Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2022-23

At the meeting held on 26th May 2022, 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 March 31, 2023. 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. 5 of the Notice.

The Board of Directors recommends the Ordinary Resolution for approval by the members.

Item no. 6

Appointment of Mr. Heramb Ravindra Hajarnavis (DIN: 01680435) as an independent director of the Company

The Board of Directors of the Company had appointed Mr Heramb Ravindra Hajarnavis

(DIN: 01680435), as an additional Independent Director of the Company with effect from 10th August, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr Heramb Ravindra Hajarnavis holds office up to the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of 4 (four) years from 10th August 2022. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr Heramb Ravindra Hajarnavis signifying his candidature as an Independent Director of the Company.

Mr Heramb Ravindra Hajarnavis has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the NRC and the Board, Mr Heramb Ravindra Hajarnavis fulfils the conditions specified under the Companies Act, 2013, SEBI (LODR) Regulations, for appointment as Independent Director and his appointment would benefit the Company in terms of his rich Industry experience and broad range of skill sets.

All the relevant documents and the terms and conditions of appointment of Mr Heramb Ravindra Hajarnavis as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 8:30 am to 5:00 pm on all working days (Monday to Saturday) except Sundays and holidays up to the date of Annual General Meeting and the same shall be available electronically during the Annual General Meeting.

Further, as per the Nomination and Remuneration Policy Guidelines as approved by the N&RC and the Board, the appointment of Independent Directors shall be for a maximum period of 4 years at a time and Independent Directors above the

age of 70 shall be recommended by the Nomination and Remuneration Committee for appointment/ re-appointment in exceptional cases with suitable rationale. The appointment, if approved by the shareholders, will be in line with the requirements of the said Policy Guidelines.

None of the Directors or Key Managerial Personnel and their relatives, except Mr Heramb Ravindra Hajarnavis, is concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Special Resolution set out at Item no. 6 for the approval of the Members.

A brief profile of Mr Heramb Ravindra Hajarnavis is as given below:

Name	Mr Heramb Ravindra Hajarnavis
Date of Birth/ age	13 th September, 1974/ 47 years
Qualification	<ul style="list-style-type: none"> - S.B. (Bachelor of Science) from the Massachusetts Institute of Technology (MIT), U.S.A; - MBA from Harvard Business School, U.S.A.
Brief Resume and experience	<ul style="list-style-type: none"> a. Heramb is the founder and Managing Partner of SeaLink Capital Partners (SCP), an investment firm focused on high potential companies in technology enabled business services, healthcare services and cross-border opportunities between the United States and Asia. He is passionate about collaborating and partnering with entrepreneurs to accelerate their growth with global best practices. b. Heramb founded SCP in 2015 based on his very successful track-record of forming partnerships with entrepreneurs and delivering consistent and high returns to investors. Over his career, he has led and played an instrumental role in investments in companies such as THB, Ki Mobility, JM Financial, Surya Hospitals, NephroPlus, Gland Pharma, Alliance Tires, TVS Logistics, Magma Fincorp, Mahindra & Mahindra, Sudhir Gensets and Unifrax. c. Heramb was the head of KKR's Indian private equity business from 2010 to 2014. Prior to KKR, he was with Goldman, Sachs & Co. based out of their New York, Hong Kong, Singapore and Mumbai offices where he focused on evaluating investment opportunities for the firm's global private equity and mezzanine debt funds. Most recently, he was a founding member of Goldman Sachs' India office and served as Managing Director and Co-Head of private equity. His prior experience also includes being part of the senior management team at Centennial Communications Corp. (a NASDAQ listed telecommunications services provider with operations in the United States and the Caribbean that was subsequently acquired by AT&T). d. Heramb has served on several committees such as National Committee on Venture Capital & Private Equity, Sub-Committee on Issues Pertaining to Foreign Investment in India and on a special taskforce focused on healthcare financing as part of the US - India Health Initiative.



- e. Heramb currently serves as an Independent Director on the Board of *Sundram Fasteners Limited* (a leading publicly listed high-precision components manufacturer for the auto, aerospace, and defense industry with \$1.5+ billion market capitalization); Global Advisory Board of *TVS Supply Chain Solutions* (a leading global logistics firm with over a \$1 billion in revenues); Advisory Board of *StataDX* (an early-stage company based on innovative technology developed by the Wyss Institute at Harvard University for rapid diagnosis of brain trauma and stroke); Advisory Board of *Manush Labs* (a social impact accelerator); and Mentor, Microsoft GrowthX Program.
- f. Heramb earned his S.B. from the *Massachusetts Institute of Technology (MIT)* and his MBA from *Harvard Business School (HBS)*. Heramb was awarded an *Aspen Institute Fellowship in 2008*.

Terms and conditions of re-appointment along with details of remuneration and the remuneration last drawn, if applicable	Director not retiring by rotation. He shall be entitled for remuneration as applicable to all the Non-executive Directors of the Company.
Date of first appointment on the board	10 th August 2022
Shareholding in the company as of date	NIL
Directorship, if any, in other companies	<ul style="list-style-type: none">• SCP India Advisors LLP (designated Partner)• Sundram Fasteners Ltd• Surya Mother And Child Care Pvt Ltd• Surya Children's Medicare Pvt Ltd• Surya Mother and Child Care Jaipur Pvt Ltd• Surya IVF Clinic Pvt Ltd
Membership in Board Committees of other companies	Sundram Fasteners Ltd – Member of Audit committee and Nomination and Remuneration Committee
Number of meetings of Board attended during the year 2021-22	Not Applicable
Relationship with other directors/ Manager/ other Key Managerial Personnel of the company	NIL

Item no: 7**Appointment of Ms Gangapriya Chakraverti (DIN:00378385) as an Independent Director of the Company**

The Board of Directors of the Company had appointed Ms Gangapriya Chakraverti (DIN 00378385), as an additional Independent Director of the Company with effect from 10th August, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms Gangapriya Chakraverti holds office up to the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of 4 (four) years from 10th August 2022. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms Gangapriya Chakraverti signifying her candidature as an Independent Director of the Company.

Ms Gangapriya Chakraverti has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the NRC and the Board, Ms Gangapriya Chakraverti, fulfils the conditions specified under the Companies Act, 2013, SEBI (LODR) Regulations, for appointment as Independent Director and her appointment would benefit the Company in terms of her rich Industry experience and broad range of skill sets.

All the relevant documents and the terms and conditions of appointment of Ms Gangapriya Chakraverti, as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 8:30 am to 5:00 pm on all working days (Monday to Saturday) except Sundays and holidays up to the date of Annual General Meeting and the same shall be available electronically during the Annual General Meeting.

Further, as per the Nomination and Remuneration Policy Guidelines as approved by the N&RC and the Board, the appointment of Independent Directors shall be for a maximum period of 4 years at a time and Independent Directors above the age of 70 shall be recommended by the Nomination and Remuneration Committee for appointment/ re-appointment in exceptional cases with suitable rationale. The appointment, if approved by the shareholders, will be in line with the requirements of the said Policy Guidelines.

None of the Directors or Key Managerial Personnel and their relatives, except Ms Gangapriya Chakraverti, is concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Special Resolution set out at Item no. 7 for the approval of the Members.

A brief profile of Ms Gangapriya Chakraverti (DIN:00378385) is as given below:

Name	Ms Gangapriya Chakraverti
Date of Birth/ age	18 th January 1968/ 54 yrs.
Qualification	<ul style="list-style-type: none"> • Bachelor's Degree in Psychology, WCC, Chennai • PGDPM&IR from Tata Institute of Social Sciences, Mumbai • holds an Associate Certified Coach certification from the International Coaching Federation and • Is a Certified Diversity Professional from the Diversity Training University International, San Francisco.



Name	Ms Gangapriya Chakraverti
Brief Resume and experience	<ul style="list-style-type: none">• Gangapriya Chakraverti is India Site Lead and Managing Director at Ford's Global Business Services organization, a 8000+ strong organization, based in Chennai, India. She joined Ford as Director – Human Resources in 2012 after spending over a decade at Mercer Consulting. With an abiding interest in issues related to Diversity and Inclusion and Wellness, she practices yoga to give her a sense of balance that seems elusive. Besides work, she gains energy from being outdoors with nature for company, appreciating art and making sense of issues in our increasingly complex world.• Gangapriya has a Bachelor's degree in Psychology from Women's Christian College, Chennai and a post graduate degree in Personnel Management and Industrial Relations from the Tata Institute of Social Sciences, Mumbai.• Gangapriya holds an Associate Certified Coach certification from the International Coaching Federation and is a Certified Diversity Professional from the Diversity Training University International, San Francisco.• Gangapriya is also a Board member of the National HRD Network.
Terms and conditions of re-appointment along with details of remuneration and the remuneration last drawn, if applicable	Director not retiring by rotation. She shall be entitled for remuneration as applicable to all the Non-executive Directors of the Company.
Date of first appointment on the board	10 th August 2022
Shareholding in the company as of date	NIL
Directorship, if any, in other companies	She is the Managing Director of Ford Motor Pvt Ltd
Membership in Board Committees of other companies	Ford India Private Limited CSR Committee – Member
Number of meetings of Board attended during the year 2021-22	Not Applicable
Relationship with other directors/ Manager/ other Key Managerial Personnel of the company	NIL

Item no: 8**Re-appointment of Mr. Arvind Balaji (DIN: 00557711) as Managing Director of the Company and revision in terms of remuneration.**

Mr. Arvind Balaji, who was appointed as Whole-time Director with effect from 1st April 2013 for a period of five years at the Board meeting held on 25th March 2013, was re-designated as Managing Director with effect from 27th August 2014 for the remaining period of his tenure. The Board, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 29th January 2018, re-appointed Mr. Arvind Balaji, as Managing Director of the Company for a further period of five years with effect from 1st April, 2018 and is being paid remuneration within limits as per the provisions of the Companies Act, 2013.

Further, considering the contribution made by Mr. Arvind Balaji, to the overall progress of the Company under his leadership and after taking into consideration the complexities of the responsibilities handled by him, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company at their meeting held on 10th August 2022 approved reappointment of Mr. Arvind Balaji as Managing Director of the company with effect from 10th August 2022 though his actual term of re-appointment as Managing Director is valid until 31st March 2023 as approved by the Members in 2018.

The terms of re-appointment of Mr. Arvind Balaji including remuneration with effect from 1st April 2022 is within the overall permissible limit as per the provisions of Companies Acts 2013 and rules and regulations made thereunder as detailed below subject to the approval of the Members:

Terms of re-appointment of Managing Director

Salary	In the salary range of ₹ 10 lacs to ₹ 15 lacs per month subject to revision from time to time, as may be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC).
Commission	Such percentage of net profits of the Company as per Sec 197 & 198 of the Companies Act as may be approved by the Board of Directors, at its absolute discretion, based on the recommendation of the NRC for each financial year.
Accommodation	Furnished leased residential accommodation or free use of furnished residential accommodation owned by the Company with facilities and amenities including water, maintenance, security, furniture, fixtures, furnishings and all utilities and services. In case accommodation is not provided by the Company, the Managing Director will be entitled to House Rent Allowance at the rate of 60% of the salary. The expenditure incurred by the company on gas, electricity, water, maintenance, security, furniture, fixtures, furnishings and all utilities and services will be valued as per the Income Tax Rules prevailing from time to time
Leave Travel Concession	For four weeks in a year for two trips abroad.



Car	The Managing Director will be provided with two cars for use on Company's business and use for private purposes will be dealt with by the company as per applicable provisions under the Income Tax Rules prevailing from time to time.
Medical Expenses	All medical expenses for self and family in India or abroad including surgical expenses, travel, boarding and lodging expenses for patient and attendant(s) including premium for medical insurance and other related expenses
Club Fees	Fees, subscription and other incidental charges to clubs, subject to a maximum of two clubs including admission and life membership fee
Medical/Personal Accident/ Travel Insurance	Payment of premium on personal accident insurance, for an amount the annual premium of which does not exceed ₹ 5,00,000/-
Telephone including Telecommunication facilities	Telephone/mobile phone and other suitable communication facilities at residence
Reimbursement of expenses	Reimbursement of all actual expenses including expenses incurred on entertainment and travelling in the course of the Company's business which shall not be included in the overall limit.
Benefits and Amenities	(i) Loans and other schemes - Benefits under loans and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time. And (ii) Other benefits and amenities - Such other allowances, benefits, amenities and facilities including those under the Special Post Retirement Benefit Scheme as may be provided by the company to other senior officers from time to time.
Other clauses	<p>The scope and quantum of remuneration specified herein above, may be enhanced, enlarged, widened, altered or varied by the Board of Directors, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and or the rules and regulations made there under and or such guidelines as may be announced by the Central Government from time to time, however within the overall limits approved by the shareholders,</p> <p>Mr. Arvind Balaji, as long as he holds the position of Managing Director, shall not be subject to retirement by rotation.</p> <p>Mr. Arvind Balaji, Managing Director shall not be entitled to sitting fee for each meeting of the Board or committee thereof attended by him. He shall exercise such of the powers as may be delegated from time to time by the Board of Directors.</p>

Mr. Arvind Balaji is also the Joint Managing Director of Lucas-TVS Limited drawing remuneration by way of salary and other perquisites as approved by its shareholders.

During the year FY 2021-22, 4 Board meetings were held and Mr. Arvind Balaji has attended all the Board meetings.

He is holding directorship and membership in the following companies:

S. No.	Directorship	Audit Committee	CSR Committee
1	Schaeffler India Ltd	Member	Chairman
2	Lucas TVS Ltd	Member	Member
3	Delphi-TVS Technologies Limited	Member	-
4	Lucas Indian Service Limited	-	-
5	TVS Automotive Systems Limited	-	-
6	TVS Motors Services Limited	-	-
7	TVS Training And Services Limited	-	-
8	TVS Indeon Limited	-	-
9	SB TVS Industrial Ventures Private Limited	-	-
10	Cheema TVS Industrial Ventures Private Limited	-	-
11	Harita Greens Pvt Ltd	-	-
12	34PG Private Ltd	-	-

The terms of appointment and the remuneration payable to Mr. Arvind Balaji, Managing Director, as specified above are now being placed before the members for their approval by way of a special resolution, in compliance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, 2013, as recommended by the Nomination and Remuneration Committee and the Board of Directors.

Mr. Arvind Balaji is deemed to be concerned/interested in this resolution, since it relates to his re-appointment and remuneration

as Managing Director. Mr. T K Balaji, Chairman and Ms. Priyamvada Balaji, Director are also deemed to be interested, being his relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.8 of the Notice.

The Board recommends the special resolution, as set out in item No.8 for approval by the members of the Company.



STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD-2 AS APPLICABLE] IN RESPECT OF ITEM NO. 8 OF THE NOTICE

I. General Information:

(1) Nature of industry:

India Nippon Electricals Limited is manufacturing Electronic Ignition Systems for two-wheelers, three wheelers and portable engines. Over the years, the company has enlarged its customer base and now supplies to most of the manufacturers of two-wheelers, three wheelers and gensets.

(2) Date or expected date of commencement of commercial production:

The company started its commercial production in the year 1984.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
Not Applicable

Financial performance based on given indicators: Financial parameters:

(₹ in lakhs)

Particulars	2021-22	2020-21
Total Revenue	56,626.95	48,123.12
Profit before tax	5,154.84	5,167.10
Net Profit	4,026.40	4,069.90
Dividend paid	1,413.84	1,357.29

Foreign investments or collaborations, if any: a joint venture in 1985 between Lucas Indian Service Limited, a wholly-owned subsidiary of Lucas-TVS Limited and MAHLE Electric Drives Japan Corporation, Japan - a company of MAHLE Group, Germany, to manufacture

Electronic Ignition Systems for two-wheelers, three wheelers and portable engines.

II. Information about the appointee:

(A) Mr. Arvind Balaji, Managing Director

(1) Background details

Mr. Arvind Balaji is the Managing Director of our Company. He is also the Joint Managing Director in Lucas TVS Limited and is responsible for all strategic and key operational decisions of the companies.

Prior to joining the company, Mr. Arvind Balaji worked in the investment banking division of Bank of America in the general industrial group where he focused on helping automotive companies in financing and M&A transactions. He also worked at Oracle Corporation in their consulting division.

Mr. Arvind Balaji has a Masters in Business Administration specializing in Finance from the Wharton School, University of Pennsylvania as well as a Masters degree in manufacturing systems engineering from Stanford University.

During the financial year under review, there were 4 board meetings held all of which were attended by him. As on the date of notice, he is not holding any shares in the Company. He is not related to any other person other than Mr. T K Balaji, Chairman and Managing Director, Ms. Priyamvada Balaji, Director.

(2) Past remuneration:

The total remuneration of Mr. Arvind Balaji for the financial year ended 31st March, 2022 was ₹ 225.12 Lakhs comprising of salary and perquisites and others.

(3) Job profile and his suitability:

He has been appointed as Managing Director of the Company since 1st April, 2013. He has been responsible for restructuring the company and conceiving and implementing turnaround strategy which resulted in the Company emerging as one of the premier auto electrical component manufacturer with consistent profitability.

Mr. Arvind Balaji as a Managing Director is responsible for overall management of the Company and day-to-day operations of the Company. Apart from overall management, He plays an active role in business strategy and business development.

Considering his qualifications, vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, the remuneration proposed commensurate with his job profile and is justified.

(4) Remuneration proposed:

Revision of Salary: It is proposed to pay minimum remuneration of ₹ 3 Crores per annum to Mr. Arvind Balaji, Managing Director for a period of three years with effect from 01st April 2022 to 31st March 2025 in the event of loss or inadequacy of profits in any financial year and be reviewed annually which is in accordance with the Companies Act, 2013, and the Rules made there under or any statutory modification or re-enactment thereof.

(Details of remuneration as contained in the explanatory statement annexed to the notice of AGM sent to shareholders)

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration payable has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 10th August, 2022. The profile of the Managing Director, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

The remuneration fixed has been benchmarked with the remuneration being drawn by peers in similar capacity in Auto electrical component manufacturers of comparable size in the Auto electrical Component Industry.

(6) Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any:

Mr. Arvind Balaji has no other pecuniary relationship with the company except to the extent of his remuneration in the company. He is the son of Mr. T K Balaji, Chairman and Brother of Ms. Priyamvada Balaji, Director of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits:

The Company has been consistently registering profits with ebb and flow in the past decades. The company had registered a Net Profit of ₹ 40.26 Crores for the financial year 2021-22.

However, the adjusted net profits are inadequate as per section 198 of the Companies Act, 2013 for payment of managerial remuneration considering the contributions made by the Managing Directors towards the growth of the company.



- (2) Steps taken or proposed to be taken for improvement:

The Company has made a significant investment in new product development and expanding its manpower to cater to these needs and is well positioned to reap the benefits of this opportunity. The company's continuous strategic focus in complex research in new product development in the recent past has started showing its positive impact on the product pipeline.

The Company has dedicated a lot of focus, investments and initiatives to ensure that the organization stays at the threshold of latest technological advancements in the areas it operates on.

- (3) Expected increase in productivity and profits in measurable terms:

The business and consumer confidence are expected to improve further in the coming financial year, geared with a streamlined organizational design, the company intends to grow its business.

The management continues to be cautiously optimistic towards the external economic environment and expects demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins in the forthcoming years.

Also, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost and working capital containment. These initiatives are expected to improve further the productivity and profitability.

Item no: 9

Material related party transaction(s) between the Company and TVS Motor Company Limited, relatives of ultimate holding Company

At the Annual General Meeting held on 27th 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. Further, the members had approved at their meeting held on 17th September, 2021 for aggregate value of transaction not exceeding ₹ 500 Cr per financial year.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions, effective 1st April, 2022, provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company through ordinary resolution for all "Material related Party Transactions".

The Company, in order to further its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with TVS Motor Company Limited, a related party under Regulation 2(1) (zb) of the Listing Regulations, during the financial year is expected to exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 26th May, 2022 and on the recommendation of the Audit Committee meeting held on 25th May 2022, recommended for the approval of the Members, entering into

material related party transactions (MRPTs) with ₹ 500 Crores as set out in the Resolution.

These transactions will be entered in the ordinary course of business and on arm's length basis.

Details of the proposed MRPTs between the Company and TVS Motor Company Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S No.	Particulars	Details of transactions
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>TVS Motor Company Limited – Relative of Ultimate Holding Company.</p> <p>TVS Motor Company Limited is a public limited company incorporated and domiciled in India whose shares are publicly traded.</p> <p>The registered office is located at "Chaitanya", No. 12, Khader Nawaz Khan Road, Nungambakkam, Chennai - 600 006, Tamil Nadu, India.</p> <p>The Company manufactures two wheelers, three wheelers, parts and accessories thereof. The Company has manufacturing plants located at Hosur in Tamil Nadu, Mysore in Karnataka and Nalagarh in Himachal Pradesh.</p> <p>Nature of concern or interest – Financial</p> <p>(a Related Party of the Company, as on the date of this Notice)</p>
b.	Type, material terms and particulars of the proposed RPTs	<p>The Company and TVS Motor Company Limited have entered into / propose to enter into the following RPTs for an aggregate value not exceeding ₹ 500 crore in a financial year (with operational transactions not exceeding ₹ 500 crore):</p> <p><u>Nature and Material Terms of the Transaction:</u></p> <ol style="list-style-type: none"> 1. Sale of Products 2. Service Rendered and 3. Service Received
c.	Tenure of the proposed transaction	Till the transaction crosses ₹ 500 Crores in a financial year



S No.	Particulars	Details of transactions
d.	Value of the Proposed Transaction	Not Exceeding ₹ 500 Crores in a Financial Year
e.	Percentage of the Company's consolidated annual turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	88.23%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary .	
	Details of the source of funds in connection with the proposed transaction;	Nil
	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Nil
	a) nature of indebtedness	
	b) cost of funds; and	
	c) tenure;	
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Nil
	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Nil
g.	Justification as to why the related party transaction is in the interest of the Company	The Audit Committee and the Board of the Company are of the opinion that the arrangements are commercially beneficial to the Company and hence the transactions are in the best interest of the Company.
(i)	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
(ii)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	2.40%
(iii)	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The transaction shall also be reviewed/monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as may be defined by the Audit Committee / Board as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution as set forth at Item No.9 of the Notice for approval by the Members.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.9 of the Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.9 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item no: 10

Material related party transaction(s) between the Company and Lucas Indian Service Limited ("LIS"), holding Company

At the AGM held on 27th August, 2018, Members had approved a limit up to 15% of the previous year Consolidated Turnover of the Company for any financial year with Lucas Indian Service Limited, which are at present within the materiality thresholds as prescribed by the Listing Regulations.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions, effective 1st April, 2022, provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company through ordinary resolution for all "Material related Party Transactions".

The Company, in order to further its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated approval limit of transactions with Lucas Indian Service Limited, a related party under Regulation 2(1) (zb) of the Listing Regulations, during the financial year is expected to exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 26th May, 2022 and on the recommendation of the Audit Committee meeting held on 25th May 2022, recommended for the approval of the Members, entering into material related party transactions (MRPTs) with an amount not exceeding 15% of the previous year consolidated turnover as set out in the Resolution.

These transactions will be entered in the ordinary course of business and on arm's length basis.



Details of the proposed MRPTs between the Company and LIS, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S No.	Particulars	Details of transactions
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>Lucas Indian Service Limited – Holding company</p> <p>Lucas India Service Limited (LIS) established in 1930, is an automotive aftermarket organization providing solutions to a range of vehicle manufacturers from two-wheelers to cars, trucks, and buses, as well as off-highway vehicles. LIS also manufactures Ignition Coils and Solenoid Switches, and distributes a wide range of Auto Electrical parts, Automotive Batteries, Diesel Fuel Injection equipment, Radiator Fan Motor Assemblies, Glow Plugs, Synthetic Lubricants, Engine Coolants, and a complete range of Filters.</p> <p>The registered office is located at No.11, Patullas Road, Mount Road, Chennai - 600032 Tamil Nadu, India.</p> <p>Nature of concern or interest – Financial</p> <p>(a Related Party of the Company, as on the date of this Notice)</p>
b.	Type, material terms and particulars of the proposed RPTs	<p>The Company and LIS have entered into / propose to enter into the following RPTs, for an amount not exceeding 15% of the previous year consolidated turnover in any financial year</p> <p><u>Nature and Material Terms of the Transaction:</u></p> <ol style="list-style-type: none">1. Sale of Products2. Rent
c.	Tenure of the proposed transaction	For an amount not exceeding 15% of the previous year consolidated turnover in any financial year.
d.	Value of the Proposed Transaction	For an amount not exceeding 15% of the previous year consolidated turnover in any financial year
e.	Percentage of the Company's consolidated annual turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	15%

S No.	Particulars	Details of transactions
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary .	
	Details of the source of funds in connection with the proposed transaction;	Nil
	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Nil
	a) nature of indebtedness b) cost of funds; and c) tenure;	
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Nil
	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Nil
g.	Justification as to why the related party transaction is in the interest of the Company	The Audit Committee and the Board of the Company are of the opinion that the arrangements are commercially beneficial to the Company and hence the transactions are in the best interest of the Company.
(i)	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
(ii)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	11.67 %
(iii)	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as may be defined by the Audit Committee / Board as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.



Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.10 of the Notice for approval by the Members.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.10 of the Notice except Mr. T K Balaji, Mr. Arvind Balaji and Ms. Priyamvada Balaji, directors of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.10 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Important Notes to Shareholders:

- 1) In view of the situation arising due to COVID-19 global pandemic, the 37th 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 13th January, 2021 and SEBI Circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated 15th 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 37th 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 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 e.mail 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 1st 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/>. 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.
- 13) In compliance with the aforesaid Circulars of MCA & SEBI, the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on August 19, 2022. Members may note that the Notice and Annual Report 2021-22



will also be available on the Company's website www.indianippon.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL viz. 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 19, 2022, 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 14th September 2022 will be eligible to participate and vote on the resolutions. Person who is not a member as on the cut-off date i.e., 14th September, 2022, should treat this Notice for information purpose only.
- 15) The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2022 to 21th September, 2022 (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 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 14th September, 2022 for determining the eligibility to vote by remote eVoting or in the AGM.
- 18) The Board of Directors, at its meeting held on 10th August 2022 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 and on the website of CDSL 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 37th 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 Shareholders for Remote E-Voting and E-Voting during AGM:

a) Instructions for Remote E-Voting

(i) The voting period begins from 9 AM on 18th September, 2022 and ends at 5 PM on 20th September, 2022. 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., 14th September 2022 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 9th 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. 14th September 2022.



- (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
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for NSDL 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 https://web.cdslindia.com/myeasi/home/ login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. 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 & 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.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="397 293 1194 711">1. 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: https://eservices.nsdl.com 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 & voting during the meeting. <li data-bbox="397 742 1194 866">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <li data-bbox="397 875 1194 1317">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.
Individual shareholders holding securities in demat mode login through DPs	<p data-bbox="397 1323 1194 1597">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.</p>

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.

- a) Click on Shareholders module.
- b) Now Enter your User ID
- c) For CDSL: 16 digits beneficiary ID,
- d) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- e) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f) Next enter the Image Verification as displayed and Click on Login.
- g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h) If you are a first time user follow the steps given below:

For Members holding shares in demat form and physical form:

PAN	<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>
Dividend Bank details or date of birth (DOB)	<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 15th September, 2022 (9:00 A.M.) upto 17th September, 2022 (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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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, 25th Floor, Maraton Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai-400013 or send an e.mail to helpdesk.evoting@cdslindia.com or call 1800225533.

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/ 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/ 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.