



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

**POSTAL BALLOT NOTICE (1 of 2022-23)**  
**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies**  
**(Management and Administration) Rules, 2014]**

VOTING STARTS ON	VOTING ENDS ON
Friday, February 17, 2023, at 9:00 a.m. (IST)	Saturday, March 18, 2023, at 5:00 p.m. (IST)

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot through electronic voting.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

India Nippon Electricals Limited (**'Company/ INEL'**) is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent (**'RTA'**)/ Depositories and physical copy of the Notice will not be sent to the Members whose e-mail addresses are not registered with the Company/ RTA/ Depositories. The communication of the assent or dissent of the Members would take place through the remote e-voting system. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of CDSL [Central Depository Services (India) Ltd] for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company appointed B Chandra & Associates, (Firm Regn. No 83103), Practising Company Secretary, Chennai as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

The detailed procedure for remote eVoting through postal ballot is given in the notice. The voting right of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the company. The voting rights in respect of unclaimed shares held in the name of 'India Nippon Electricals Limited Unclaimed Suspense Account' stands frozen in terms of Regulation 39 read with Schedule VI of SEBI Listing Regulations, 2015.

Members are requested to read the instructions in the 'Notes'. The Scrutinizer will submit the report to the Chairman of the company or any other person duly authorized by him. The results shall be declared on or before 21<sup>st</sup> March 2023, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website.

### **Special Business**

#### **1) Re-appointment of Mr. Anant Jaivant Talulicar (DIN 00031051) as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Rules made thereunder read with Schedule IV to the Act, Regulation 17(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr Anant Jaivant Talaulicar (DIN 00031051), who has submitted a declaration that he meets the criteria for independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term not exceeding five (5) consecutive years from April 6, 2023 and the provisions of Section 152 (6) and (7) in respect of retirement of directors by rotation shall not be applicable to him during his tenure."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

#### **2) Continuing directorship of Mr T K Balaji (DIN: 00002010) as a Non-executive Director beyond the age of 75 years**

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



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

---

**“RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. T K Balaji (DIN 00002010) who will be attaining the age of seventy five (75) years as on 12<sup>th</sup> July 2023, to continue to be a Non-Executive Director of the Company after 12<sup>th</sup> July 2023”.

**“RESOLVED FURTHER THAT** the Managing Director and any Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

By Order of the Board

S Logitha  
Company Secretary  
Membership No.29260

Dated 14<sup>th</sup> February 2023

Registered Office:  
No.11 & 13 Patullos Road  
Chennai-600002  
CIN: L31901TN1984PLC011021



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

---

**Explanatory Statement pursuant to Section 102 (1) and 110 of the Companies Act, 2013;**

The following Statement sets out all material facts relating to Item No(s). 1 and 2 mentioned in the accompanying Notice.

**Item No.1**

Mr Anant Jaivant Talaulicar was appointed at the meeting of Board of Directors on 6<sup>th</sup> April 2019 as an additional Independent director and was regularised at the Annual General Meeting held in 2019 as an Independent Director with effect from 6<sup>th</sup> April 2019 for a term of four years. His term ends by the 5<sup>th</sup> of April 2023. The Board of Directors at their meeting held on 14<sup>th</sup> February 2023, passed a resolution on the recommendation of the N & R Committee, to reappoint him for a second term of 5 years from 6<sup>th</sup> April 2023.

Mr. Anant Jaivant Talaulicar was born on 11th July 1961. He is engaged as an advisor and board member of several Indian companies across the manufacturing and service sectors. He is also a part time advisor and lecturer at the S P Jain Institute of Management & Research. He was a member of the Cummins Inc. global leadership team from August 2009 till October 2017. He was also the President of the Cummins Inc. Components Group from 2010 through 2014. He was the Chairman and Managing Director of the Cummins Group in India from March 2004 through October 2017. During this timeframe, he also served as the Managing Director of Tata Cummins Pvt. Ltd., a 50:50 joint venture between Cummins Inc. and Tata Motors Limited. He also chaired the boards of four other Cummins legal entities in India. He started his career with Cummins in the U.S. in 1986 as an intern and subsequently held a number of positions both in the United States and in India. He worked in the U.S. for 16 years as financial analyst, manufacturing engineer, project manager, product manager, strategy manager before taking one various general management positions there. He returned to India in March 2003 as Joint Managing Director of Cummins India Limited and was responsible for the Cummins Power Generation and Distribution Businesses in India for a year and then became the Chairman and Managing Director for Cummins India Limited and the other group companies.

He earned a Bachelor's degree in Mechanical Engineering from Mysore University in India. He received a Master's degree in Engineering from the University of Michigan in 1985 and an MBA from Tulane University in 1987.

Presently, he holds directorships in The Hi-tech Gears Ltd, Endurance Technologies Ltd, Everest Industries Ltd, KPIT Technologies Ltd, Ethan Natural Bio-Fuel Pvt Ltd, Jakson Green Pvt Ltd, Pinnacle Industries Ltd, Jakson Engineers Ltd, Jakson Ltd, Usha Jaivant Foundation and Everest Foundation. He is a designated partner in Trihans Trading LLP, Remex Finance Pvt Ltd.

He does not hold any shares in the Company and is not related to any director of the Company.

Except for Mr Anant Jaivant Talaulicar, none of the Directors or Key Managerial Personnel of the Company are interested in the resolution. Hence, the resolution regarding his re-appointment is



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

recommended for the approval of shareholders.

The details of the Skills, Expertise and Competency Matrix of Mr Anant Jaivant Talaulicar:

Skill	Description
Leadership / Strategy	Experience of playing leadership roles in reputed Companies, with competencies around strategy development & implementation, sales & marketing, business administration, operations and people management.
Industry Experience	Strong knowledge and experience in automotive industry and in managing business operations of a sizeable organization in the business of manufacture and sale of automobiles, automotive electronics and other auto components.
Financial knowledge	Practical knowledge and experience in accounting and finance to analyze statements, assess financial viability, contribute to financial planning, oversee budgets and funding.
Executive management	Experience in evaluating performance of senior management and overseeing strategic human capital/ succession planning. Experience in industrial relations and organizational change management programmes.
Technology	Relevant knowledge of IT governance and systems including privacy, data management and security.
Risk Management	Ability to monitor and advise the Company on risks as applicable to the industry(ies) in which it operates.

The special resolution regarding re-appointment of Mr Anant Jaivant Talaulicar is recommended for the approval of the Members.

**Additional information of the above Director pursuant to Regulation 36 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings (Information as on the Date of this Notice):**

Name of the Director	Anant Jaivant Talaulicar
DIN	00031051
Date of Birth	11 <sup>th</sup> July 1961
Date of first appointment	6 <sup>th</sup> April 2019
Date of last re-appointment	He was appointed only in 2019 for a term of four years and hence last reappointment date is not applicable.
Qualification	B.E. (Mech), M.E., M.B.A.



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

Relationship with other Directors, Manager and Key Managerial Personnel	He is not related to any director(s)/ KMP of the company
Expertise in specific functional areas	Details as provided in the Explanatory statement pursuant to Sec 102 of the Companies Act, 2013
Shares held in the Company as on the date of the Notice	Nil
Number of meetings of the Board attended in 2022-23 (April 2022-January 2023)	4
Directorships held in other companies	The Hi-tech Gears Ltd Endurance Technologies Ltd Everest Industries Ltd KPIT Technologies Ltd Ethan Natural Bio-Fuel Pvt Ltd Jakson Green Pvt Ltd Pinnacle Industries Ltd Jakson Engineers Ltd Jakson Ltd Usha Jaivant Foundation Everest Foundation
Memberships of Committees in other listed companies	Chairman of N&R Committee of Jakson Ltd and Jakson Engineers Ltd Member of N&R Committee of Everest Industries Ltd. Member of the Audit Committee of KPIT Technologies Ltd, Everest Industries Ltd, Jakson Ltd and Jakson Engineers Ltd.
Listed entities from which he has resigned in the past 3 years pursuant to Reg 36 (3) (d) of Listing Regulations	Force Motors Ltd and Birlasoft Ltd
Terms and conditions of appointment	As per the appointment letter

## Item No.2

The Members of the Company at the Annual General Meeting (37<sup>th</sup>) held on 21<sup>st</sup> September 2022 had re-appointed Mr. T K Balaji as a director liable for retirement by rotation.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. T K Balaji, the non-executive Chairman of the company will be attaining the age of seventy five (75) years on 12<sup>th</sup> July 2023. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of his directorship after 12<sup>th</sup> July 2023 will be required to be passed. The Board of Directors, at its meeting held on 14<sup>th</sup> February, 2023, has unanimously passed a resolution for the continuation of directorship of Mr. T K Balaji as a Non-Executive Director after attaining 75 years of age.

Profile and justification for continuation of the directorship for Mr T K Balaji is stated below:

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 Indeon Ltd, TVS & Sons Pvt Ltd, Lucas Indian Service Ltd, Harita Trade & Services Pvt Ltd and Cheema TVS Industrial Ventures Pvt Ltd.

Mr T K Balaji holds 1694 equity shares of the company as of date. Mr T K Balaji, Chairman is interested in the resolution relating to his re-appointment as Director after attaining the age of 75 years, 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.

Mr T K Balaji brings independent judgement on the Board of the Company and his continued association will be valuable and positive. With his expertise, skills and knowledge, particularly in the field of finance and accounts, he articulates and provides his valuable guidance and inputs in all matters pertaining to the financial statements.

The details of the Skills, Expertise and Competency Matrix of Mr T K Balaji is as given below:



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

Skill	Description
Leadership / Strategy	Experience of playing leadership roles in reputed Companies, with competencies around strategy development & implementation, sales & marketing, business administration, operations and people management.
Industry Experience	Strong knowledge and experience in automotive industry and in managing business operations of a sizeable organization in the business of manufacture and sale of automobiles, automotive electronics and other autocomponents.
Financial knowledge	Practical knowledge and experience in accounting and finance to analyze statements, assess financial viability, contribute to financial planning, oversee budgets and funding.
Executive management	Experience in evaluating performance of senior management and overseeing strategic human capital/ succession planning. Experience in industrial relations and organizational change management programmes.
Technology	Relevant knowledge of IT governance and systems including privacy, data management and security.
Risk Management	Ability to monitor and advise the Company on risks as applicable to the industry(ies) in which it operates.
Regulatory Compliance	Ability to understand, interpret and advise on regulations as applicable to the Company.

The special resolution regarding re-appointment of Mr T K Balaji after attaining the age of 75 years of age is recommended for the approval of the Members.

**Additional information of the above Director pursuant to Regulation 36 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings (Information as on the Date of this Notice):**

Name of the Director	T K Balaji
Date of Birth	12 <sup>th</sup> July 1948
Date of first appointment	28 <sup>th</sup> July 1986
Date of last re-appointment	21 <sup>st</sup> Sep 2022
Qualification	B.E., M.B.A. (IIMA),





INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

Relationship with other Directors, Manager and Key Managerial Personnel	He is related to the following director/ KMP of the company: Mr Arvind Balaji, Managing Director Ms Priyamvada Balaji, Director
Expertise in specific functional areas	Details as provided in the Explanatory statement pursuant to Sec 102 of the Companies Act, 2013
Shares held in the Company as on the date of the Notice	1694 equity shares
Number of meetings of the Board attended in 2022-23 (April 2022-January 2023)	4
Directorships held in other companies	Delphi TVS Technologies Ltd, Lucas Indian Service Ltd, Lucas TVS Ltd, TVS Automotive Systems Ltd, SB TVS Industrial Ventures Pvt Ltd TV Sundram Iyengar & Sons Pvt Ltd Cheema TVS Industrial Ventures Pvt Ltd TVS Indeon Ltd Harita Trade & Services Pvt Ltd
Memberships of Committees in other companies	Member of CSR Committee of Lucas Indian Service Ltd and Member of N&R Committee of Lucas Indian Service Ltd and Lucas TVS Ltd
Terms and conditions of appointment	As may be decided by the Board in line with the NR Policy Guidelines of the company
Listed entities from which he has resigned in the past 3 years pursuant to Reg 36 (3) (d) of Listing Regulations	Titan Company Ltd, Sundaram Clayton Ltd.

**Notes:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Cameo Corporate Services Limited, the Company's Registrars and Transfer Agent ('RTA') as on Friday, 10<sup>th</sup> February 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of postal ballot in electronic form as permitted by the Ministry of Corporate



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

- 
- Affairs, vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021, Circular No 3/2022 dated May 5, 2022 and Circular No.10/2022 dated 28<sup>th</sup> December 2022 (collectively referred to as "MCA Circulars").
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes either through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
  5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no.15 of this Notice.
  6. Please note that the Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
  7. The voting shall commence on February 17, 2023, at 9:00 a.m. (IST) and shall end on March 18, 2023, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  8. The Board of Directors has appointed B Chandra & Associates, Practising Company Secretaries, Chennai as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner. The Scrutinizer has communicated her willingness to be appointed for conducting the Postal Ballot process.
  9. The Scrutinizer will submit the report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before 21<sup>st</sup> March 2023. The Scrutinizer's decision on the validity of votes cast will be final.
  10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indianippon.com](http://www.indianippon.com) and on the website of CDSL immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The results shall also be displayed on the notice board at the Registered Office of the Company.
  11. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., March 18, 2023. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
  12. A copy of the Notice is also available on the website of the Company at



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

---

[www.indianippon.com](http://www.indianippon.com), BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).

13. The vote in this Postal Ballot cannot be exercised through proxy.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours between 10.00 A.M. and 12.00 Noon on all working days from the date of dispatch until the last date of e-voting. Alternately, Members may also send their requests to [investors@inel.co.in](mailto:investors@inel.co.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
15. The instructions to the Shareholders for remote e-Voting:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to SEBI Circular No.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. 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, pursuant to a public consultation, 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.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting 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. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant 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.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

(ii) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

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

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>• 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.</li></ul>

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

---

- (vi) Click on the EVSN for the relevant company viz., India Nippon Electricals Limited on which you choose to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



INDIA NIPPON ELECTRICALS LIMITED

Registered Office: No.11 & 13 Patullos Road,  
Chennai-600002. Tel (44) 28460063/ 73  
Web: [www.indianippon.com](http://www.indianippon.com); Email: [investors@inel.co.in](mailto:investors@inel.co.in)  
CIN: L31901TN1984PLC011021

- 
- It is Mandatory that, 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 mandatory 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; [investors@inel.co.in](mailto:investors@inel.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those Shareholders whose email/Mobile No. are not registered with the Company/ Depositories.

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) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

\*\*\*