

General information about company	
Scrip code	532240
NSE Symbol	INDNIPPON
MSEI Symbol	NOTLISTED
ISIN	INE092B01025
Name of the entity	India Nippon Electricals Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	T K Balaji	AAFPB7797J	00002010	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-07-1948	No				Active	Yes	18-03-2023	28-07-1986	21-09-2022			1	0	0	0		
2	Mr	Arvind Balaji	AALPA3558Q	00557711	Executive Director	Not Applicable	MD	08-12-1974	No				Active	NA		01-04-2013	10-08-2022			2	1	4	0		
3	Mr	Anant Jaivant Talaulicar	AAAAPT2311F	00031051	Non-Executive - Independent Director	Not Applicable		11-07-1961	No				Active	NA		06-04-2019	16-08-2019		47.25	5	4	5	0		
4	Mr	Jakob Ruemmler	FHFPR3284C	09237428	Non-Executive - Non Independent Director	Not Applicable		27-03-1985	No				Active	NA		07-08-2021				1	0	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Kiyoyasu Kawakami	ZZZZZ9999Z	09283649	Non-Executive - Non Independent Director	Not Applicable		24-09-1963	No				Active	NA		18-08-2021				1	0	0	0	Textual Information(2)	
6	Ms	Priyamvada Balaji	AAKPP1194L	00730712	Non-Executive - Non Independent Director	Not Applicable		23-10-1978	No				Active	NA		29-01-2018	16-08-2019			1	0	2	0		
7	Mr	K G Raghavan	ACEPR8858H	00359471	Non-Executive - Independent Director	Not Applicable		02-05-1954	No				Active	NA		27-08-2014	16-08-2019		103.04	1	1	1	1		
8	Mr	R Vijayaraghavan	AAFV6706P	00026763	Non-Executive - Independent Director	Not Applicable		02-01-1950	No				Active	NA		27-08-2014	16-08-2019		103.04	4	4	10	3		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Heramb Ravindra Hajarnavis	ACMPH7265C	01680435	Non-Executive - Independent Director	Not Applicable		13-09-1974	No				Active	NA		10-08-2022	10-08-2022		7.21	2	2	1	0		
10	Ms	Gangapriya Chakravarti	AAAPC5386P	00378385	Non-Executive - Independent Director	Not Applicable		18-01-1968	No				Active	NA		10-08-2022	10-08-2022		7.21	1	1	1	0		

Text Block	
Textual Information(1)	<p>1. In case of Directors retiring by rotation, their date of appointment after retirement is shown in the heading "Date of Re-appointment".</p> <p>2. Under Tenure of Directors(in months): We have provided the no. of months completed by Director(s) since first appointment. No. of days is given in decimals as per the guidelines.</p> <p>3.The date of approval of shareholders for the continuation of Directorship (NED) of Mr. T K Balaji beyond the age of 75 years is shown under Regulation 17(1A).</p>
Textual Information(2)	<p>Mr Kiyoyasu Kawakami is a Japanese National. He does not have a PAN issued by the Government of India.</p>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00359471	K G Raghavan	Non-Executive - Independent Director	Chairperson	27-03-2018		
2	00031051	Anant Jaivant Talaulicar	Non-Executive - Independent Director	Member	30-05-2019		
3	00026763	R Vijayaraghavan	Non-Executive - Independent Director	Member	27-03-2018		
4	00730712	Priyamvada Balaji	Non-Executive - Non Independent Director	Member	21-09-2022		
5	01680435	Heramb Ravindra Hajarnavis	Non-Executive - Independent Director	Member	21-09-2022		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00026763	R Vijayaraghavan	Non-Executive - Independent Director	Chairperson	06-08-2014		Textual Information(1)
2	00002010	T K Balaji	Non-Executive - Non Independent Director	Member	06-08-2014		
3	00031051	Anant Jaivant Talaulicar	Non-Executive - Independent Director	Member	21-09-2022		
4	00378385	Gangapriya Chakravarti	Non-Executive - Independent Director	Member	14-02-2023		

Sr Text Block

Textual Information(1)

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

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00026763	R Vijayaraghavan	Non-Executive - Independent Director	Chairperson	29-01-2018		Textual Information(1)
2	00557711	Arvind Balaji	Executive Director	Member	21-09-2022		
3	00378385	Gangapriya Chakravarti	Non-Executive - Independent Director	Member	21-09-2022		

Sr Text Block

Textual Information(1)

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

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00031051	Anant Jaivant Talaulicar	Non-Executive - Independent Director	Chairperson	07-08-2021		
2	00557711	Arvind Balaji	Executive Director	Member	07-08-2021		
3	01680435	Heramb Ravindra Hajarnavis	Non-Executive - Independent Director	Member	21-09-2022		
4	99999999	Ravinder Sharna	President	Member	07-08-2021		Textual Information(1)

Sr Text Block

Textual Information(1)

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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00378385	Gangapriya Chakravarti	Non-Executive - Independent Director	Chairperson	21-09-2022		
2	00557711	Arvind Balaji	Executive Director	Member	06-08-2014		
3	00730712	Priyamvada Balaji	Non-Executive - Non Independent Director	Member	06-04-2019		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2022				Yes	10	8	3
2	24-11-2022		12		Yes	10	8	5
3		14-02-2023	81		Yes	10	9	5
4		24-03-2023	37		Yes	10	8	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-11-2022				Yes	5	3	2	0
2	Audit Committee	13-02-2023	94			Yes	5	2	2	0
3	Audit Committee	24-03-2023	38			Yes	5	4	3	0
4	Nomination and remuneration committee	10-11-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	17-11-2022	6			Yes	3	3	2	0
6	Nomination and remuneration committee	13-02-2023	87			Yes	3	3	2	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	10-11-2022				Yes	4	3	2	1
8	Risk Management Committee	13-02-2023	94			Yes	4	3	2	1
9	Corporate Social Responsibility Committee	10-11-2022				Yes	3	2	1	0
10	Corporate Social Responsibility Committee	13-02-2023	94			Yes	3	2	1	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Textual Information(1)

Report on material related party transactions with TVS Motor Company Ltd during the period 1st April 2022 to 31st March 2023. As per the Regulation 27 (2) of the SEBI (LODR) Reg.2015 details of all transactions with related parties as defined under Reg.2(1) (zc) of SEBI (LODR) Reg 2015 is given below:

Name of the related party: TVS Motor Company Ltd
Nature of related party relationship: Relative of Ultimate Holding Company.
Nature of transactions: Sale of goods
Value of transaction: Rs.7,507.12 lakhs (Jan'23-Mar'23)
Value of transaction: Rs.32,628.48 lakhs (Apr'22-Mar 23)
Nature of Transactions: Services rendered
Value of Transactions: Rs.253 lakhs (Jan'23-Mar'23)
Value of transaction: Rs.298.96 lakhs (Apr'22-Mar'23)
Nature of Transactions: Services received
Value of Transactions: Rs.0.60 lakhs (Jan'23-Mar'23)
Value of transaction: Rs.0.75 lakhs (Apr'22-Mar23).

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	S Logitha
2	Designation	Company Secretary and Compliance Officer

Text Block

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://indianippon.com/wp-content/uploads/2022/10/details-of-business.pdf
2	Terms and conditions of appointment of independent directors	Yes		https://indianippon.com/wp-content/uploads/2022/11/terms_of_appointment_of_ids.pdf
3	Composition of various committees of board of directors	Yes		https://indianippon.com/wp-content/uploads/2022/10/ac.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://indianippon.com/wp-content/uploads/2020/02/code_of_conduct_and_business_ethics.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://indianippon.com/wp-content/uploads/2019/06/wb_policy_board_approved_30052019.pdf
6	Criteria of making payments to non-executive directors	Yes		https://indianippon.com/wp-content/uploads/2023/02/nrc_policy.pdf
7	Policy on dealing with related party transactions	Yes		https://indianippon.com/wp-content/uploads/2022/05/rpt_policy_26052022.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://indianippon.com/policy/Material_Subsiary_Policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://indianippon.com/wp-content/uploads/2022/04/familiarization_programme_ids_upto_31032022.pdf

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://indianippon.com/wp-content/uploads/2022/11/investors_complaint.pdf
11	email address for grievance redressal and other relevant details	Yes		https://indianippon.com/wp-content/uploads/2022/11/investors_complaint.pdf
12	Financial results	Yes		https://indianippon.com/wp-content/uploads/2023/02/results_q3_2022_23.pdf
13	Shareholding pattern	Yes		https://indianippon.com/wp-content/uploads/2023/01/shp_q3_2223.pdf
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://indianippon.com/wp-content/uploads/2023/02/pb_feb_2023.pdf
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://indianippon.com/wp-content/uploads/2022/08/financials_pt_asl_march_31_2022.pdf
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://indianippon.com/investors/#tab-1664607348917-22-5
21	Materiality Policy as per Regulation 30	Yes		https://indianippon.com/wp-content/uploads/2019/06/policy-for-determination-of-materiality-of-an-event-30052019.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://indianippon.com/wp-content/uploads/2021/08/dividend-distribution-policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://indianippon.com/
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block

Textual Information(1)

It is hereby confirmed that, the website of the company namely <https://indianippon.com/> is fully compliant in respect of Regulation 46 of the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015 in all respect.

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	S Logitha
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	S Logitha
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

Text Block

Textual Information(1)

For the half year ended 31st March 2023, there were no loans or other form of debt, guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) or other form of debt given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) including their relatives, key managerial personnel including their relatives or any entity controlled by them are in the economic interest of the company.

Signatory Details	
Name of signatory	S Logitha
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	20-04-2023

