

# INDIA NIPPON ELECTRICALS LIMITED

(All Correspondence to be addressed to Registered Office)

Regd. Office : 11 & 13, Patulos Road,  
Chennai - 600 002.  
CIN L31901TN1984PLC011021

Tel : +91-44-2846 0073  
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Web : www.indianippon.com

10 March 2018

The Manager-Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor, Plot no C 1,  
G Block, IFB Centre, Bandra Kurla Complex,  
Bandra (East), Mumbai 400051  
Fax: (22) 26598237/26598238  
Scrip: **INDNIPPON**

BSE Ltd  
Phiroze Jee Jee Towers  
Dalal Street,  
Mumbai 400001  
Fax: (22) 22721072/22722061  
Scrip: **532240**

Through: NEAPS-online

Through: BSE Listing Centre-online

Dear Sir(s)/ Madam,

Sub: Results of Postal Ballot and e-Voting.

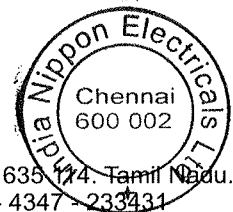
- (i) Further to our letter dated 29<sup>th</sup> Jan 2018 and 8<sup>th</sup> March 2018 and in accordance with the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results and Scrutinizer's Report for the Ordinary/ Special resolutions, as set out in the Notice of Postal Ballot dated 29<sup>th</sup> Jan 2018, as detailed below:

S no.	Subject matter of Resolution	Type of Resolution	Mode of Voting	Results of Voting
	Special Business:			
1.	Approval for sub-division of Company's equity shares of face value of Rs.10 each into 2 equity shares of face value of Rs.5 each	Ordinary resolution	Postal Ballot & e-Voting	The resolution was passed with requisite majority
2.	Approval for alteration of the capital clause in Memorandum of Association of the Company	Ordinary resolution	Postal Ballot & e-Voting	The resolution was passed with requisite majority
3.	Approval for alteration of Article 3 of the Articles of Association of the Company	Special resolution	Postal Ballot & e-Voting	The resolution was passed with requisite majority
4.	Re-appointment of Managing Director for a period of 5 years from 01.04.2018	Special resolution	Postal Ballot & e-Voting	The resolution was passed with requisite majority

- (ii) We wish to inform you that the shareholders of the Company have approved all the items of business as detailed in the Postal Ballot Notice dated 29<sup>th</sup> Jan 2018.
- (iii) All the resolutions were passed by the shareholders with requisite majority.



Factory : Hosur - Thali Road, Uliveeranapalli, Hosur - 635 174, Tamil Nadu.  
Tel : +91 - 4347 - 233432 to 438 Fax : +91 - 4347 - 233431





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- (iv) We further wish to inform you that the sub-division of face value of shares of the company as per the aforesaid resolutions does not involve any fractional entitlements.
- (v) In this connection, we enclose the following:
- Voting results in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Annexure 1
  - Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 – Annexure 2
- (vi) The said results declared by the Chairman and the report submitted by the Scrutinizer are also being uploaded on the Company's website and are being advised to the Depository viz., National Securities Depository Ltd., to publish the same on their website.

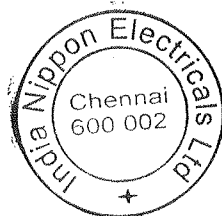
This is for your reference and records please.

Thanking you

Yours sincerely

For India Nippon Electricals Ltd

S SAMPATH  
Company Secretary

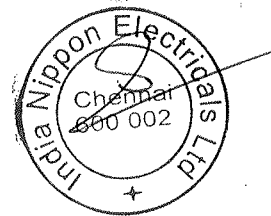


Encl.: As above

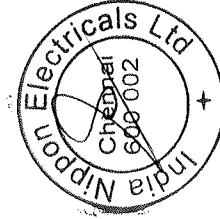
India Nippon Electricals Limited, Chennai-600002

Results of voting through Electronic means and Postal Ballot

Date of postal ballot	8 <sup>th</sup> March 2018
TOTAL number of shareholders as on Cut-off date	11662
No. of shareholders present in the meeting either in person or through proxy: Promoters group Public	N.A.
No. of shareholders attended the meeting through video conferencing Promoters and promoter group Public	N.A.

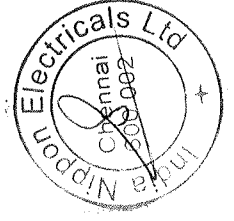


Resolution (1)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		5188666	69.0978	5188666	0	100.0000	0.0000	
	Poll	7509166							
	Postal Ballot (if applicable)								
	<b>Total</b>	7509166	5188666	69.0978	5188666	0	100.0000	0.0000	
Public- Institutions	E-Voting		198521	69.2200	198521	0	100.0000	0.0000	
	Poll	286797							
	Postal Ballot (if applicable)								
	<b>Total</b>	286797	198521	69.2200	198521	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		28292	0.8050	28292	0	100.0000	0.0000	
	Poll	3514749							
	Postal Ballot (if applicable)		95212	2.7089	94963	249	99.7385	0.2615	
	<b>Total</b>	3514749	123504	3.5139	123255	249	99.7984	0.2016	
	<b>Total</b>	11310712	5510691	48.7210	5510442	249	99.9955	0.0045	
<b>Whether resolution is Pass or Not.</b>									
Disclosure of notes on resolution									
<b>Add Notes</b>									



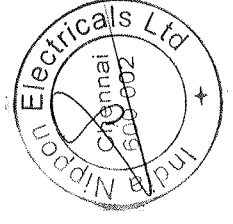
## Resolution (2)

Resolution required: (Ordinary / Special)		Approval for alteration of the capital clause in Memorandum of Association of the Company							
Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary No							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		5188666	69.0978	5188666	0	100.0000	0.0000	
	Poll	7509166	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
Public- Institutions	Total	7509166	5188666	69.0978	5188666	0	100.0000	0.0000	
	E-Voting		198521	69.2200	198521	0	100.0000	0.0000	
	Poll	286797	0	0.0000	0	0	0	0	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	286797	198521	69.2200	198521	0	100.0000	0.0000	
	E-Voting		28267	0.8042	28266	1	99.9965	0.0035	
Total	Poll	3514749	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		95212	2.7089	95137	75	99.9212	0.0788	
	Total	3514749	123479	3.5132	123403	76	99.9385	0.0615	
<b>Total</b>		11310712	5510666	48.7208	5510590	76	99.9986	0.0014	
		<b>Whether resolution is Pass or Not.</b>						Yes	
		Disclosure of notes on resolution						Add Notes	



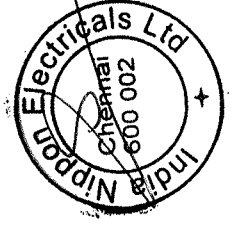
### Resolution (3)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Approval for alteration of Article 3 of the Articles of Association of the Company						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5188666	69.0978	5188666	0	100.0000	0.0000
	Poll	7509166						
	Postal Ballot (if applicable)							
Public- Institutions	Total	7509166	5188666	69.0978	5188666	0	100.0000	0.0000
	E-Voting		198521	69.2200	198521	0	100.0000	0.0000
	Poll	286797						
Public- Non Institutions	Postal Ballot (if applicable)							
	Total	286797	198521	69.2200	198521	0	100.0000	0.0000
	E-Voting		28247	0.8037	28247	0	100.0000	0.0000
Total	Poll	3514749	95212	2.7089	95118	94	99.9013	0.0987
	Postal Ballot (if applicable)							
	Total	3514749	123459	3.5126	123365	94	99.9239	0.0761
		11310712	5510646	48.7206	5510552	94	99.9983	0.0017
						Whether resolution is Pass or Not.		Yes
						Disclosure of notes on resolution		Add Notes



### Resolution (4)

Resolution required: (Ordinary / Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Description of resolution considered		Re-appointment of Managing Director for a period of 5 years from 01.04.2018							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		5188666	69.0978	5188666	0	100.0000	0.0000	
	Poll	7509166							
	Postal Ballot (if applicable)								
	<b>Total</b>		5188666	69.0978	5188666	0	100.0000	0.0000	
Public- Institutions	E-Voting		198521	69.2200	198521	0	100.0000	0.0000	
	Poll	286797	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		198521	69.2200	198521	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		28267	0.8042	27328	939	96.6781	3.3219	
	Poll	3514749	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		95212	2.7089	94191	1021	98.9277	1.0723	
	<b>Total</b>		123479	3.5132	121519	1960	98.4127	1.5873	
<b>Total</b>	<b>Total</b>	11310712	5510666	48.7208	5508706	1960	99.9644	0.0356	
				<b>Whether resolution is Pass or Not.</b>					
				Yes					
		Disclosure of notes on resolution					Add Notes		



**BS** **B. CHANDRA**  
Practising Company Secretary

AG3, Ragamalika,  
#26, Kumaran Colony Main Road,  
Vadapalani, Chennai - 600026.  
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E-mail : bchandraacs@gmail.com  
bchandracosecy@gmail.com  
Ph : 044-23620157  
H/P : 9840276313, 9840375053, 7358269819

10<sup>th</sup> March, 2018

**SCRUTINIZER'S REPORT**

To

**The Chairman**

India Nippon Electricals Limited  
NO.11&13, (OLD NO. 6&7),  
Patullos Road, Chennai – 600002

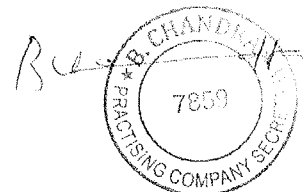
**Subject: Passing of resolution by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, framed there under with regard to the Ordinary / Special Resolutions of the Companies Act, 2013 (the Act)**

Dear Sir,

Please refer to your letter dated 30<sup>th</sup> January 2018 appointing me as the Scrutinizer for the purpose of ascertaining the result of the resolutions passed by means of Postal Ballot process.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode & e-voting) received from the members of the Company, I hereby submit my report as under:

1.1	The Company, on 6 <sup>th</sup> February 2018 sent the Notice of Postal Ballot dated 29 <sup>th</sup> January 2018 along with the Explanatory Statement and Postal Ballot form by e-mail through the Registrar & Transfer Agent, Sundaram Clayton Limited to those members whose e-mail id is registered with the Company/Depository participants. Dispatch of Notice of Postal Ballot along with the Explanatory Statement, Postal ballot form and self-addressed postage prepaid envelope to its Members whose e mail ids were not registered with the Company but whose name(s) appeared on the Register of Members/ list of beneficiaries as on 31 <sup>st</sup> January 2018 was completed on 6 <sup>th</sup> February 2018. Members were also given the option to vote electronically on e-voting platform, provided by the National
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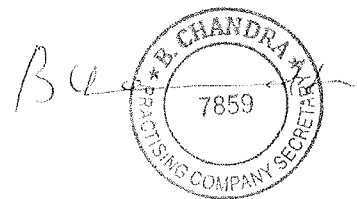




	Securities Depository Limited (NSDL), as an alternate, to enable them to cast their votes electronically instead of physical Postal Ballot Form.
1.2	The Public Advertisement with respect to dispatch of notice of Postal Ballot was published on 07 <sup>th</sup> February 2018 in "Business Line" English Daily News Paper & "Tamil Murasu" Tamil Daily News Paper.
1.3	In terms of the Notice, the last date and time fixed to receive the Postal Ballot Forms from the Members was not later than close of working hours i.e. before 5.00 PM on Thursday, 08 <sup>th</sup> March 2018. In case of E-voting, members were requested to cast their votes electronically before 5.00 P.M., Thursday, 08 <sup>th</sup> March 2018.
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under the safe custody in a sealed and tamper proof ballot box.
1.6	The ballot box was opened on 08 <sup>th</sup> March 2018 at 6.00 P.M. in my presence. The votes downloaded from the e-Voting system were collated immediately.
1.7	The envelopes containing the postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 31 <sup>st</sup> January 2018 as maintained by the Company/RTA. Votes cast by e-voting were matched with the Register of Members of the Company/ list of beneficiaries and checked for duplication viz., voting by both physical and electronic mode. No duplicate votes were detected.
1.8	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 08 <sup>th</sup> March 2018, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.9	There were no envelopes containing postal ballot forms received after 5.00 PM on 08 <sup>th</sup> March 2018 and therefore considering them did not arise. .
1.10	335 envelopes containing postal ballot forms were returned undelivered and 430 emails were returned undelivered
1.11	I did not find any defaced or mutilated ballot papers.

2. A summary of the voting by postal ballot forms and e-voting is given below:

2.1 With reference to resolution proposed to be passed as an Ordinary / Special Resolution - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under, the following are the details of votes cast through postal ballot and e-voting:



**Resolution 1:**

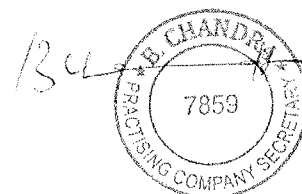
**Approval of Sub-Division of Company's Equity shares of Face value Rs.10 (Rupees Ten) each into 2 Equity shares of Face value of Rs.5 (Rupees Five) each, pursuant to provisions of section 61 of the Companies Act 2013**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	333	99,588
(b)	Less: Invalid postal ballot forms (as per register)	23	4,376
(c)	Net valid postal ballot forms/ No. of votes (as per register)	310	95,212
(d)	Postal ballot forms / No. of votes with assent to the Resolution	309	94,963
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	1	249
<b>E-VOTING</b>			
Particulars		Voter Count	Votes Count
(a)	Total count	63	54,15,479
(b)	Invalid votes	0	0
(c)	Valid votes	63	54,15,479
(d)	Total votes – Assent to the resolution	63	54,15,479
(e)	Total votes – Dissent to the resolution	0	0

**SUMMARY**

Particulars	No of Votes	No of Shares	IN %
Total votes – Assent to the resolution	372	55,10,442	99.99
Total votes – Dissent to the resolution	1	249	0.01
<b>TOTAL</b>	<b>373</b>	<b>55,10,691</b>	<b>100.00%</b>

Since 55,10,442 being the no. of votes have given assent to the aforesaid Ordinary Resolution constituting 99.99% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as an Ordinary Resolution.



**Resolution 2:**

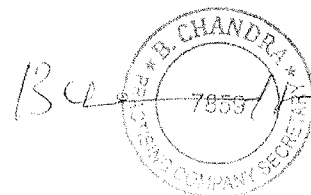
**Approval for Alteration of Share Capital in the Memorandum Of Association of the Company pursuant to provisions of section 13 and section 61 of the Companies Act 2013**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	333	99,588
(b)	Less: Invalid postal ballot forms (as per register)	23	4,376
(c)	Net valid postal ballot forms/ No. of votes (as per register)	310	95,212
(d)	Postal ballot forms / No. of votes with assent to the Resolution	309	95,137
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	1	75
<b>E-VOTING</b>			
Particulars		Voter Count	Votes Count
(a)	Total count	58	54,15,454
(b)	Invalid votes	0	0
(c)	Valid votes	58	54,15,454
(d)	Total votes – Assent to the resolution	57	54,15,453
(e)	Total votes – Dissent to the resolution	1	1

**SUMMARY**

Particulars	No of Votes	No of Shares	IN %
Total votes – Assent to the resolution	366	55,10,590	99.99
Total votes – Dissent to the resolution	2	76	0.01
<b>TOTAL</b>	<b>368</b>	<b>55,10,666</b>	<b>100.00%</b>

Since 55,10,590 being the no. of votes have given assent to the aforesaid Ordinary Resolution constituting 99.99% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as an Ordinary Resolution.



**Resolution 3:**

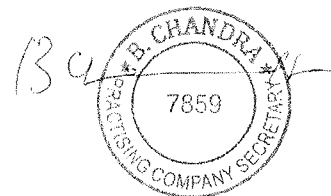
**Approval for Alteration of Article 3 of the Articles Of Association of the Company pursuant to provisions of section 14 and section 61 of the Companies Act 2013**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	333	99,588
(b)	Less: Invalid postal ballot forms (as per register)	23	4,376
(c)	Net valid postal ballot forms/ No. of votes (as per register)	310	95,212
(d)	Postal ballot forms / No. of votes with assent to the Resolution	304	95,118
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	6	94
<b>E-VOTING</b>			
Particulars		Voter Count	Votes Count
(a)	Total count	57	54,15,34
(b)	Invalid votes	0	0
(c)	Valid votes	57	54,15,434
(d)	Total votes – Assent to the resolution	57	54,15,434
(e)	Total votes – Dissent to the resolution	0	0

**SUMMARY**

Particulars	No of Votes	No of Shares	IN %
Total votes – Assent to the resolution	361	55,10,552	<b>99.99</b>
Total votes – Dissent to the resolution	6	94	<b>0.01</b>
<b>TOTAL</b>	<b>367</b>	<b>55,10,646</b>	<b>100.00%</b>

Since 55,10,552 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.99% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as a Special Resolution.



**Resolution 4:**

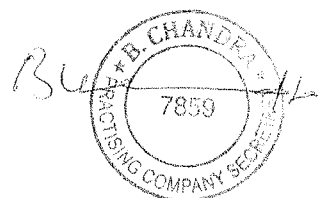
**Re- Appointment of Managing Director for a period of 5 years from 01.04.2018 subject to provisions of section 196, 197 and section 203 of the Companies Act 2013**

Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	333	99,588
(b)	Less: Invalid postal ballot forms (as per register)	23	4,376
(c)	Net valid postal ballot forms/ No. of votes (as per register)	310	95,212
(d)	Postal ballot forms / No. of votes with assent to the Resolution	304	94,191
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	6	1,021
<b>E-VOTING</b>			
Particulars		Voter Count	Votes Count
(a)	Total count	58	54,15,454
(b)	Invalid votes	0	0
(c)	Valid votes	58	54,15,454
(d)	Total votes – Assent to the resolution	55	54,14,515
(e)	Total votes – Dissent to the resolution	3	939

**SUMMARY**

Particulars	No of Votes	No of Shares	IN %
Total votes – Assent to the resolution	359	55,08,706	99.96
Total votes – Dissent to the resolution	9	1,960	0.04
<b>TOTAL</b>	<b>368</b>	<b>55,10,666</b>	<b>100.00%</b>


Since 55,08,706 being the no. of votes have given assent to the aforesaid Special Resolution constituting 99.96% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution has been duly passed as a Special Resolution.



3. You may accordingly declare the result of the voting by Postal Ballot as having been passed with requisite majority which shall be deemed to have been approved at a General Meeting held on 8<sup>th</sup> March 2018.
4. The e-voting data, the postal ballot forms and all other connected records relating to the aforesaid postal ballot/e-voting process received are under my safe custody and the same, for preserving safely, will be handed over to the Company after signing of the minutes by the Chairman.

Thanking you,

Yours faithfully,

  
B Chandra  
Company Secretary in Practice  
CP No. 7859

