

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

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
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
1	Mr	T K Balaji	AAFPB7797J	00002010	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-07-1948
2	Mr	Arvind Balaji	AALPA3558Q	00557711	Executive Director	Not Applicable	MD	08-12-1974
3	Mr	Anant Jaivant Talaulicar	AAAPT2311F	00031051	Non-Executive - Independent Director	Not Applicable		11-07-1961
4	Mr	Jakob Ruemmler	FHFPR3284C	09237429	Non-Executive - Non Independent Director	Not Applicable		27-03-1985
5	Mr	Kiyoyasu Kawakami	ZZZZZ9999Z	09283649	Non-Executive - Non Independent Director	Not Applicable		24-09-1963
6	Ms	Priyamvada Balaji	AAKPP1194L	00730712	Non-Executive - Non Independent Director	Not Applicable		23-10-1978
7	Mr	K G Raghavan	ACEPR8858H	00359471	Non-Executive - Independent Director	Not Applicable		02-05-1954
8	Mr	R Vijayaraghavan	AAFPV6706P	00026763	Non-Executive - Independent Director	Not Applicable		02-01-1950
9	Mr	Heramb Ravindra Hajarnavis	ACMPH7265C	01680435	Non-Executive - Independent Director	Not Applicable		13-09-1974
10	Mrs	Gangapriya Chakraverti	AAAPC5386P	00378385	Non-Executive - Independent Director	Not Applicable		18-01-1968

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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	Yes	18-03-2023	28-07-1986	21-09-2022			1	0	0	0		
2	NA		01-04-2013	10-08-2022			2	1	4	0		
3	NA		06-04-2019	18-03-2023		53.24	5	4	5	1		
4	NA		07-08-2021		19-07-2023		1	0	0	0		
5	NA		18-08-2021		19-07-2023		1	0	0	0	Textual Information(2)	
6	NA		29-01-2018	20-09-2023			1	0	1	0		
7	NA		27-08-2014	16-08-2019	20-09-2023	108.24	1	1	1	1		
8	NA		27-08-2014	16-08-2019	20-09-2023	108.24	4	4	10	2		
9	NA		10-08-2022	10-08-2022		13.2	2	2	2	0		
10	NA		10-08-2022	10-08-2022		13.2	1	1	1	0		

Text Block

Textual Information(1)	1. Mr. Kiyoyasu Kawakami (DIN:09283649) and Mr.Jakob Ruemmler (DIN:09237428), Non-executive Directors on the Board resigned as at the close of 19th July,2023. 2. Mr.K G Raghavan (DIN:00359471) and Mr.R Vijayaraghavan (DIN:00026763), Independent Directors of the Company completed 2 terms as Independent Directors at the conclusion of the AGM of the Company held on 20th Sept,2023 and retired from Directorship.
Textual Information(2)	Mr. Kiyoyasu Kawakami is a Japanese national and does not possess PAN issued by the Government of India.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

Mr.K G Raghavan & Mr.R Vijayaraghavan, retired from the company on 20th Sept,2023 as they were completed 2 terms of appointment as an Independent Director at the conclusion of the AGM of the Company held on 20th Sep 2023 and retired from Directorship. The board re-constituted the committees as given below.

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	20-09-2023	Textual Information(1)
2	00031051	Anant Jaivant Talaulicar	Non-Executive - Independent Director	Chairperson	30-05-2019		Textual Information(2)
3	00026763	R Vijayaraghavan	Non-Executive - Independent Director	Member	27-03-2018	20-09-2023	Textual Information(3)
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		

Sr Text Block

Textual Information(1)	Retired on 20th Sep 2023.
Textual Information(2)	Mr.Anant J Talaulicar has been appointed as Chairperson of the AC w.e.f the closing hours of 20th Sep,2023
Textual Information(3)	Retired on 20th Sept 2023.

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	20-09-2023	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 Chakraverti	Non-Executive - Independent Director	Chairperson	14-02-2023		Textual Information(2)

Sr Text Block

Textual Information(1)	Retired on 20th Sept 2023.
Textual Information(2)	Mrs. Gangapriya has been appointed as Chairperson of the NRC w.e.f the closing hours of 20th Sep,2023

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	20-09-2023	Textual Information(1)
2	00557711	Arvind Balaji	Executive Director	Member	21-09-2022		
3	00378385	Gangapriya Chakraverti	Non-Executive - Independent Director	Member	21-09-2022		
4	01680435	Heramb Ravindra Hajarnavis	Non-Executive - Independent Director	Chairperson	20-09-2023		Textual Information(2)

Sr Text Block

Textual Information(1)	Retired on 20th Sept 2023.
Textual Information(2)	Mr.Heramb has been appointed as Chairperson of the SRC w.e.f the closing hours of 20th Sep,2023

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

Sr Text Block

Textual Information(1)

Mr. Ravinder Sharma is a Non-Director member of the RMC. He does not have a DIN.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00378385	Gangapriya Chakraverti	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	26-05-2023				Yes	10	7	4
2		10-08-2023	75		Yes	8	8	5

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	25-05-2023				Yes	5	4	3	0
2	Audit Committee	09-08-2023	75			Yes	5	5	4	0
3	Nomination and remuneration committee	25-05-2023				Yes	4	4	3	0
4	Nomination and remuneration committee	09-08-2023	75			Yes	4	4	3	0
5	Risk Management Committee	25-05-2023				Yes	4	4	2	1
6	Risk Management Committee	09-08-2023	75			Yes	4	4	2	1

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	Corporate Social Responsibility Committee	25-05-2023				Yes	3	3	1	0
8	Corporate Social Responsibility Committee	09-08-2023	75			Yes	3	3	1	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	No	Not applicable
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)

The Company is of the opinion that TVS Motor Company Ltd, is not a related Party in accordance with the MFA(Mutual Family Agreements) signed among Members of TVS family/entities.

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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

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

Text Block

Textual Information(1)

Nil

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III

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 30th Sept 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, directors(s) including their relatives, key managerial personal including their relatives or any entity controlled by them are in the economic interest of the Company.

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Signatory Details

Name of signatory	S Logitha
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	17-10-2023

