INDIA NIPPON ELECTRICALS LIMITED
Regd. Office: 'Aalim Centre' 2nd Floor, No.82, Dr Radhakrishnan Salai
Mylapore, Chennai-600004 CIN: L31901TN1984PLC011021
Tel: 044-28110063/74. Fax: 044-28115624
E.mail: inelcorp@inel.co.in; investorscomplaints@inel.co.in
Website: www.indianippon.com

Notice to Shareholders

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Shareholders of India Nippon Electricals Limited will be held on Thursday, the 27th August 2015 at Kasturi Srinivasan Hall, (Music Academy Annexe) No.168 (Old No.306), T.T.K. Road, Royapettah, Chennai 600014 at 10.30 A.M. to transact the following business.

Ordinary Business

1. **Adoption of audited accounts for the year ended 31st March 2015 and the Directors' and Auditors' report.**

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

   RESOLVED THAT the audited Balance Sheet as at 31st March 2015 and the Profit and Loss account of the Company for the year ended on that date, together with the Directors' report and the Auditors' report thereon as presented to the meeting be and are hereby approved and adopted.

2. **Declaration of Dividend**

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

   Resolved that the interim dividend of ₹ 4.50 declared and paid for every equity share of face of value of ₹ 10 each, by the Board of Directors of the Company as per Resolution passed on 9th February 2015 be and is hereby noted and confirmed.

   Resolved further that the final dividend of ₹ 4.50 for every equity share of ₹ 10 each for the financial year ended 31st March 2015 as recommended by the Board of Directors at their meeting held on 25th May 2015 be and is hereby declared.

3. **To ratify the appointment of Auditors**

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

   RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act 2013 and Rules made thereunder, the re-appointment of M/s Brahmayya & Co., Chartered Accountants (Regn. No.000511S) for the second year out of the total term of three years as approved by the shareholders of the company at the Annual General meeting held on 27th August 2014 be and is hereby ratified.

4. **Election of a Director, liable for retirement by rotation**

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

   RESOLVED THAT Mr T K Balaji (DIN: 0002010), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable for retirement by rotation.

5. **Election of a Director, liable for retirement by rotation**

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

   RESOLVED THAT Mr K Seshadri (DIN: 00301839), director who retires by rotation and being eligible,

offers himself for re-appointment, be and is hereby appointed as Director of the Company liable for retirement by rotation.

Special Business

6. APPOINTMENT OF MR ARVIND BALAJI, AS MANAGING DIRECTOR OF THE COMPANY UNDER SECTIONS 196, 197, 198 AND 203 OF THE COMPANIES ACT 2013

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company hereby approves, the appointment of Mr Arvind Balaji as Managing Director with effect from 27th August, 2014 till 31st March 2018 on a remuneration, as detailed below:

I. Basic Salary: ₹ 3,00,000 (Rupees three lakhs only) per mensem in the salary range of 2,00,000-10,00,000, subject to revision from time to time, as may be determined by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee.

II. Commission: Such amount as may be determined by the Board, on the recommendation of the Nomination and Remuneration Committee, depending on the Company's performance every year.

III. Perquisites: As set out in the Explanatory Statement annexed hereto, as approved by the Board on the recommendation of the Nomination and Remuneration Committee.

IV. Minimum Remuneration: Where in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, allowances, commission and perquisites not exceeding the limits specified in Part II of Section II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

V. Total remuneration: The total remuneration as aforementioned, together with the remuneration drawn from M/s. Lucas - TVS Limited in his capacity as Joint Managing Director as approved by its shareholders shall not exceed higher of the 5% of the net profits of either of the Companies as computed under Section 198 of the Companies Act, 2013 every year.

7. Ratification of the remuneration of the Cost Auditor for the year 2015-16

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 2 lacs plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses, for the financial year commencing on 1st April 2015 and ending on 31st March, 2016, as recommended by the Audit Committee and as approved by the Board of Directors of the Company on 25th May 2015, to be paid to Mr K Suryanarayanan, Cost Accountant (Registration No.24946), be and is hereby ratified and confirmed."

By order of the Board

S SAMPATH
Chief Financial Officer & Company Secretary

Bengaluru
25th May 2015

Notes:

a. **A Member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and the proxy need not be a member of the company. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.**

b. **The instrument appointing proxy and the power of attorney or other authority, if any, should be deposited at the registered office of the Company not later than 48 hours before the time fixed for holding the meeting.**

c. Revenue stamp (Re.1) should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purposes.

d. The Register of Members and Share Transfer Books of the Company will remain closed from 21st August 2015 to 27th August 2015 [both days inclusive] for the purpose of payment of final dividend for 2014-15 and also for the purpose of annual general meeting.

e. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, dividends declared by the Company, for earlier years, which remain unclaimed for a period of 7 years will be transferred to the Investors Education and Protection Fund on due dates. The particulars of dues dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report. Members who have not encashed their dividend warrants are requested to make their claims with the Company by surrendering the unencashed dividend warrants immediately. Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the company will provide/ host the required details of unclaimed amounts referred to under Section 205C (2) of the Companies Act, 1956 on its website and also on the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.

f. Members holding shares in physical form, in their own interest, are requested to dematerialise the shares to avail the benefits of electronic holding / trading.

g. Members, who hold shares in dematerialised form, are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.

h. The Noice of the 30th Annual General Meeting of the Company and instructions for remote e-voting, along with the Attendance slip and proxy form, is being sent by electronic mode to all members whose e.mail addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their e.mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

i. Members are requested to affix their signature at the space provided on the attendance slip annexed to proxy form and hand over the slip at the entrance of the meeting hall.

j. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company on all working days between 10.00 A.M. and 12.00 noon.

k. As a measure of economy, copies of the annual report will not be distributed at the meeting hall. Members are, therefore, requested to bring their copy of the annual report.

l. Members may also note that the Notice of the AGM and the Annual Report will also be available on the Company's website www.indianippon.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send in their requests to investorscomplaints@inel.co.in.

m. In terms of Clause 49 of the Listing Agreement with Stock Exchanges, a brief resume of Directors who are proposed to be re-appointed at this meeting is given below.

Item no.4 of the Notice to shareholders

Born on 12th July 1948, Mr T K Balaji is a Bachelor of Engineering, securing 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 does not hold any share in the Company. He is related to Mr Arvind Balaji, Managing Director of the Company in terms of the Companies Act 2013.

He is director of the company since inception and is the Chairman of the Stakeholders Relationship Committee and Member of the Nomination and Remuneration Committee of the Company. He is the Member of the Nomination Committee and Audit Committee of Titan Company Ltd and also Member of the Audit Committee of Sundaram Clayton Ltd.

He is the Chairman and Managing Director of Lucas-TVS Ltd and Managing Director of Delphi-TVS Diesel Systems Ltd. He is the Chairman of Lucas Indian Service Ltd and India Japan Lighting P Ltd. He is the Director of TVS & Sons P Ltd, Sundaram Clayton Ltd, Titan Company Ltd, TVS Automotive Systems Ltd, Sundaram Investment Ltd, TVS Credit Services Ltd, Punarvasu Swasthi P Ltd, Hastham Swasthi P Ltd and Harita Electronics P Ltd.

Item no.5 of the Notice to shareholders

Mr K Seshadri was born on 3rd October 1933. He holds a Post Graduate degree in Economics from the University of Madras. He is a fellow Member of the Institute of Chartered Certified Accountants, UK, Institute of Cost Management Accountants, UK, Institute of Company Secretaries, UK, besides being an Associate Member of the Institute of Company Secretaries of India. He has over 55 years of experience in Finance, Company Law and Taxation in Government, Public Sector and Private Sector organisations. He was co-opted as a Director by the Board on 31st May 1995.

He holds 1874 equity shares of the Company. He is not related to any director of the company. He is the Member of Audit Committee and Stakeholders Relationship Committee of the Company. He is the Member of the Audit Committee of Lucas Indian Service Ltd, Delphi TVS Diesel Systems Ltd. He is the Chairman of the Audit Committee of India Japan Lighting P Ltd and Synergy Shakthi Renewable Energy Ltd.

He is the Director of Lucas TVS Ltd, Delphi TVS Diesel Systems Ltd, Lucas Indian Service Ltd, Synergy Shakthi Renewable Energy Ltd, Hastham Swasthi P Ltd, Punarvasu Swasthi P Ltd and Commissioner of PT Automotive Systems Indonesia.

Explanatory Statements

The following explanatory statements as required under Section 102 of the Companies Act 2013 sets

out all material facts relating to the business under Item nos.6 and 7 of the accompanying Notice dated 25th May 2015.

Item no.6 of the Notice to shareholders

Mr Arvind Balaji was appointed as a Whole-time Director of the Company effective 1st April 2013 for a period of five years, at the meeting of the Board of Directors of the Company held on 25th March 2013, as per Section 269 of the Companies Act, 1956. The appointment of Mr Arvind Balaji as Whole-time Director and the payment of salary and perquisites to Mr Arvind Balaji were approved by the members at the AGM held on 26th Aug 2013. He was re-designated as Managing Director of the Company at the meeting of the Board of Directors held on 27th Aug 2014 which requires approval of the members and hence approval is sought for the resolution as set out in item 6 of the Notice. The relevant documents will be available for inspection at the Registered office of the Company on any working day between 10 A.M. and 12 Noon.

Mr Arvind Balaji was born on 8th December 1974 and did his B.E. (Mech.) from Birla Institute of Technology and Science and M.S in Manufacturing System Engineering from Stanford University besides M.B.A. (Finance) from the Wharton School, Pennsylvania.

Mr Arvind Balaji worked as a staff and Senior Consultant with Oracle Consulting Group of Oracle Corporation between 1998 and 2000 followed by a stint in 2001 as a Summer Associate in Credit Suisse First Boston Technology Group in San Francisco where he acquired valuable experience in the field of mergers and acquisitions. Between 2002 and 2004 he worked as an Associate in Banc of America Securities LLC, New York in the field of Investment Banking. On his return to India, Mr Arvind Balaji joined Lucas Indian Service Ltd as Whole-time Director in 2004 and his services were placed at the disposal of Lucas-TVS Ltd for appointment as Vice President Business Planning. He became Joint Managing Director of Lucas-TVS Ltd, Chennai in April 2008. He joined India Nippon Electricals Ltd as a Director effective 30th October 2012 and became the Whole-time Director with effect from 1st April 2013 before becoming Managing Director with effect from 27th August 2014. He is the Member of the Corporate Social Responsibility Committee of the Company.

He is the Joint Managing Director of Lucas–TVS Ltd and Director of Delphi-TVS Diesel Systems Ltd, Lucas Indian Service Ltd, TVS Automotive Systems Ltd, Synergy Shakthi Renewable Energy Ltd, TVS Motor Services Ltd, TVS Training and Services Ltd, Harita Arvind Energy P Ltd, Harita Greens P Ltd, India Japan Lighting P Ltd, Punarvasu Swasthi P Ltd, Hastham Swasthi P Ltd and Automotive Component Manufacturers Association of India.

Details of perquisites payable to Mr. Arvind Balaji, Managing Director:

1. **Housing:**
   i. The Company shall provide its own furnished residential accommodation free of rent or House Rent Allowance at the rate of 60% of the Basic Salary.
   ii. The expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income Tax Rules prevailing from time to time.
2. **Leave Travel Assistance:** For self and family consisting of wife and children once in a year in accordance with the rules of the Company.
3. **Club Fees:** Fees for clubs upto a maximum of two clubs. This will not include admission and life membership fees.
4. **Personal Accident Insurance:** Personal accident insurance as per the rules of the company.
5. **Medical Reimbursement:** Reimbursement of medical expenses including hospitalization for self and family consisting of wife and children including premium paid on health insurance policies.

6. **PF, Pensionary and other benefits:**
   - Company's contribution to provident fund, which will not exceed 12% of the salary or such other higher rate as may be notified by the Central Government, from time to time.
   - Gratuity as per rules of the Company, not exceeding half a month's salary for each completed year of service.
   - Earned leave: As per rules of the Company, but not exceeding one month's leave for every eleven months of service. Leave accumulated shall be encashable at the end of the tenure.
7. **Car and Telephone:** Provision of chauffeur driven Company car and telephone including mobile phones at the expense of the Company.
8. **Entertainment and Travel:** Reimbursement of all actual expenses, including expenses incurred by him on entertainment and travelling in the course of the Company's business.
9. **Sitting Fees:** No sitting fees be paid for attending the meetings of the Board of Directors or Committees thereof.
10. **Benefits and Amenities:**
    I. Loan and other schemes – Benefits under loan and other schemes in accordance with the practices, rules and regulations in force, in the Company, from time to time; and
    II. Other benefits and amenities – Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.
11. For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same shall be evaluated at actual cost.

Mr Arvind Balaji does not hold any shares in the Company.

Interest of Directors

Mr Arvind Balaji is interested in the resolution relating to his appointment as Managing Director of the Company besides Mr T K Balaji, Chairman, who is related to Mr Arvind Balaji.

The resolution is recommended for the approval of the shareholders.

Sl no.7 of the Notice to shareholders

At the meeting of the Board of Directors of the Company held on the 25th May 2015, the Board has approved, after considering the recommendation of the Audit Committee, the appointment of Mr K Suryanarayanan, Cost Accountant (Registration No.24946), for the conduct of the Cost Audit of the Company at a remuneration of ₹ 2 lacs plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending March 31, 2016. The remuneration approved by the Board of Directors needs to be ratified by the shareholders under Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

The resolution at Item No.7 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.7.

The resolution is recommended for the approval of the shareholders.

By order of the Board

Bengaluru
25th May 2015

S SAMPATH
Chief Financial Officer & Company Secretary

INSTRUCTIONS FOR MEMBERS OPTING FOR REMOTE E-VOTING:

a)	The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the businesses may be transacted through e-voting services provided by National Securities Depository Limited (NSDL) in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014. 'Electronic voting system' means a secured system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour of or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralised server with adequate cyber security. 'Remote e-voting' means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.		
b)	The facility for voting through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.		
c)	The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date fixed for this purpose, viz., 20th August 2015.		
d)	Mr S Ananthanarayan (CP 1828), Practicing company Secretary, Chennai has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.		
(e)	Members are requested to read the instructions given below:		
	(A)	The instructions for e-voting are as under:	
		In case of members' receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants]:	
		(i)	Open e-mail and then open PDF file viz., "India Nippon Electricals Limited –30th AGM remote e-voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-voting. Please note that the password is an initial password.
		(ii)	Launch internet browser by typing the following URL in the address bar: www.evoting.nsdl.com
		(iii)	Click on shareholder – Login
		(iv)	Enter User ID and password as initial password noted in step (i) above. Click Login.
		(v)	Password change menu appears. Change the password with new password with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
		(vi)	Home page of remote e-voting opens. Go to "remote e-voting" icon and select "Active Remote E-voting Cycles".
		(vii)	Select "EVEN" of India Nippon Electricals Limited.
		(viii)	Now members are ready for remote e-voting as Cast Vote page opens.
		(ix)	Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
		(x)	Upon confirmation, the message "Vote cast successfully" will be displayed.
		(xi)	Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.

		(xii)	Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter etc. together with the attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to 'geetakumar2000@yahoo.com' with a copy marked to evoting@nsdl.co.in and kr.raman@scl.co.in.
	(B)		In case of members receiving physical copy of the Notice of AGM:
		(i)	Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

	(ii)	Please follow all steps carefully as explained in sl no.(e) (A) (ii) to (xii) above to cast vote.
(f)		In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022- 24994600.
(g)		If members are already registered with NSDL for remote e-voting, then they can use their existing user ID and password for casting the vote.
(h)		Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
(i)		The remote e-voting period commences on 24th Aug 2015 from 9 AM and ends on 26th Aug 2015 by 5 PM. During this period, members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 20th August 2015, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.
(j)		Members who have already exercised their voting through remote e-voting can attend the Annual General Meeting but cannot vote again.
(k)		Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 20th August 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in with a copy marked to kr.raman@scl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "forgot user details/ password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.1800-222-990.
(l)		The Scrutinizer will submit his report to the Company after completion of the scrutiny, the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
(m)		As per Clause 35A of the Listing Agreement, the voting results will be submitted to the Stock Exchanges within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's report shall be placed on the Company's website www.indianippon.com and on the website of NSDL.

INDIA NIPPON ELECTRICALS LIMITED

Regd. Office: 'Aalim Centre' 2nd Floor, No.82, Dr Radhakrishnan Salai, Mylapore, Chennai – 600 004
CIN: L31901TN1984PLC011021, Email: inelcorp@inel.co.in; investorscomplaints@inel.co.in
Phone: 044-28110063/74, Fax: 044-28115624

ATTENDANCE SLIP

DP ID* & Client id Folio. No.
NAME AND ADDRESS OF THE MEMBER

No.of shares:

I / We hereby record my / our presence at the 30th ANNUAL GENERAL MEETING of the Company held on Thursday, the 27th August 2015 at 10.30 a.m. at Kasturi Srinivasan Hall (Music Academy Annexe), The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai-600 014.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote E-Voting Event Number)	**USER ID**	**PASSWORD/PIN**

FORM No. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

INDIA NIPPON ELECTRICALS LIMITED

Regd. Office: 'Aalim Centre' 2nd Floor, No.82, Dr Radhakrishnan Salai, Mylapore, Chennai – 600 004.
(CIN: L31901TN1984PLC011021)

Name of the Member(s):
Registered address:

E-mail id
Folio no /* Client id
*DP id

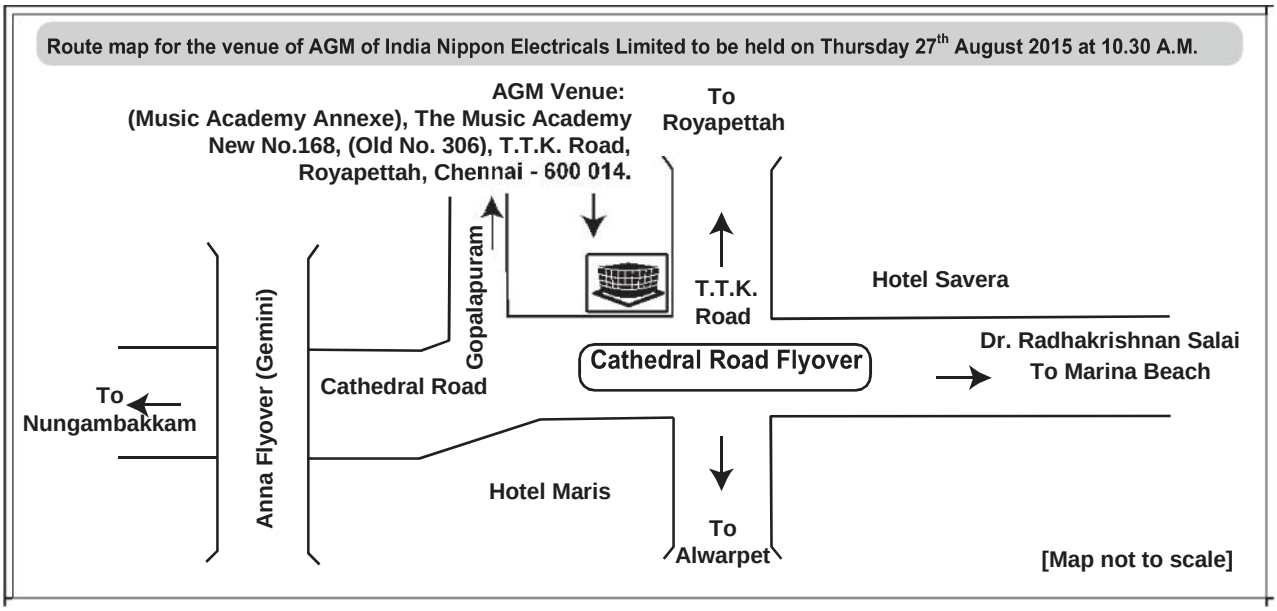
I/We being the member(s) of--------- Equity shares of India Nippon Electricals Limited, hereby appoint:

Sl no	Name	Address	Email id	Signature	
1					Or failing him/her
2					Or failing him/her
3					

and whose signature(s) is/are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Thursday, the 27th August 2015 at 10.30 a.m. at Kasturi Srinivasan Hall (Music Academy Annexe), The Music Academy, New No.168 (Old No.306),TTK Road, Royapettah, Chennai-600 014, and at any adjournment thereof in respect of such resolutions as are indicated below:

*Applicable for investors holding shares in electronic form.

Route map for the venue of AGM of India Nippon Electricals Limited to be held on Thursday 27th August 2015 at 10.30 A.M.



** I/We wish my/our above proxy to vote for the following resolutions in the manner as indicated in the box below:

Ordinary Business	For	Against
1. Adoption of audited financial statements for the year ended 31st March 2015 and the reports of Directors' and Auditors thereon		
2. Declaration of dividend for the year 2014-2015.		
3. Re-appointment of M/s Brahmayya & Co., Chartered Accountants, Chennai as Auditors of the Company		
4. Re-appointment of Mr T K Balaji as Director, who retires by rotation		
5. Re-appointment of Mr K Seshadri as Director, who retires by rotation		
Special Business:		
6. Appointment of Mr Arvind Balaji, as Managing Director of the Company		
7. Ratification of the remuneration payable to Mr K Suryanarayanan, Practicing Cost Accountant as Cost Auditor for the year 2015-16		

Signed this ……. day of ……. 2015

Signature of shareholder

Affix
Revenue Stamp

Signature of proxy holder

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company or at the Office of the Share Transfer Agent at "Jayalakshmi Estates" 29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.**
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
- **4. It is optional to put a ☑ in the appropriate column against the resolutions indicated in the Box, If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.