

INDIA NIPPON ELECTRICALS LIMITED

Regd. Office: 11 & 13, Patullos Road, Chennai 600 002

CIN: L31901TN1984PLC011021

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Notice to Shareholders

NOTICE is hereby given that the 32nd Annual General Meeting of the Shareholders of India Nippon Electricals Limited will be held on Thursday the 24th August 2017 at Satguru Gnanananda Hall, 314, T.T.K. Road, Chennai 600018 at 10.30 A.M. to transact the following business.

Ordinary Business

1. Adoption of audited accounts for the year ended 31st March 2017 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 2017, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date and the consolidated financial statements together with auditors' report thereon and the board's report as presented to the meeting be and are hereby approved and adopted."

2. Declaration of Dividend for the year 2016-17

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

Resolved that the first and second interim dividends respectively of ₹ 4 and ₹ 6 declared by the Board of Directors of the company on 27th January 2017 and 30th March 2017 on 11310712 equity shares of ₹ 10 each fully paid, absorbing a total sum of ₹1131.07 lakhs (excluding dividend tax of ₹ 230.30 lakhs paid) in the aggregate, be and are hereby treated as the final dividend for the year ended 31st March 2017.

3. Appointment of M/s Deloitte Haskins & Sells LLP as Auditors of the company

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

" Resolved that pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Chennai having Registration No. ICAI

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Regn. No.117366W/W-100018) be and are hereby appointed as Statutory Auditors of the Company in place of M/s Brahmayya & Co., Chartered Accountants, Chennai, whose tenure expires at the conclusion of this Annual General Meeting, and that the Board of Directors be and are hereby authorised to fix such remuneration as may be recommended by the Audit Committee in addition to travelling and other out of pocket expenses incurred by them in connection with the audit.

Resolved further that M/s Deloitte Haskins & Sells LLP, the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company, subject to ratification of the appointment by members at every Annual General Meeting held after this Annual General Meeting."

4. Election of Mr T K Balaji as 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: 00002010), 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

SPECIAL BUSINESS

5. Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2017-18

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 ₹ 2.50 lakhs and reimbursement of actual travel and out-of-pocket expenses, for the financial year commencing on 1st April 2017 and ending on 31st March 2018, as recommended by the Audit Committee and as approved by the Board of Directors of the Company on 18th May 2017, to be paid to Mr K Suryanarayanan, Cost Accountant (Registration No.24946), be and is hereby ratified and confirmed."

Chennai
18th May 2017

By order of the Board
S SAMPATH
Company Secretary



NOTES:

- a. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy and the proxy need not be a member. 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. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.
- b. The Register of Members and Share Transfer Books of the Company will remain closed from 18th August 2017 to 24th August 2017 [both days inclusive] for the purpose of annual general meeting.

Pursuant to Section 125 of the Companies Act, 2013, dividends declared for the year ended 31st March 2011 and for the subsequent years, which remain unclaimed for a period of 7 years will be transferred to the Investors Education and Protection Fund on due dates. Members who have not encashed their dividend warrants are requested to make their claims with the Company by surrendering the unencashed dividend warrants immediately.

In terms of SEBI (LODR) Regulations 2015, a brief resume of Mr T K Balaji who is proposed to be re-appointed as director at this meeting is given below

The Notice of the 32nd 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.

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.

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 am and 12.00 noon.

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.

ITEM NO.3 OF THE NOTICE TO SHAREHOLDERS

As per the provisions of Section 139 of the Companies At 2013, M/s Brahmayya & Co., Chartered Accountants, will be completing their term as statutory auditors of the company on conclusion of the ensuing annual General Meeting (AGM).

In view of the above, the Audit Committee and the Board of Directors of the company have recommended appointment of M/s Deloitte, Haskins & Sells LLP, Chartered Accountants

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(ICAI Firm Regn. No.117366W/W-100018) as Auditors of the company for a term of 5 consecutive years from the conclusion of this AGM till the conclusion of the 37th AGM, at such remuneration as may be fixed by the Board of Directors of the company, subject to ratification of the appointment by members at every AGM held during their term.

M/s Deloitte, Haskins & Sells LLP have consented to the appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141 (3) (g) of the Act.

They have also confirmed that they are not disqualified to be appointed as auditors in terms of the provisions of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors or key managerial personnel of the company is concerned or interested in the resolution set out at Item No.3 of the Notice.

The Board recommends the ordinary resolution set out at Item No.3 of the Notice for approval of members.

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 Act 2013. He is the director of the company since inception and is a member of the Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company. He is the Member of the Nomination Committee and Audit Committee and Stakeholder Relationship Committee of Titan Company Ltd. He is the Member of the Stakeholders Relationship Committee and Audit & Risk Management Committee of Sundaram Clayton Ltd. He is the Chairman of Lucas Indian Service Ltd and India Japan Lighting P Ltd, Managing Director of Delphi-TVS Diesel Systems Ltd and Chairman and Managing Director of Lucas-TVS Ltd and Director of TVS & Sons P Ltd, Sundaram Clayton Ltd, Titan Company Ltd, TVS Automotive Systems Ltd, TVS Investments Ltd, TVS Credit Services Ltd, Punarvasu Swasthi P Ltd, Hastham Swasthi P Ltd and Harita Electronics P Ltd.

The resolution is recommended for the approval of the shareholders.



EXPLANATORY STATEMENTS

THE FOLLOWING EXPLANATORY STATEMENTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES 2013 SET OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS UNDER ITEM NO.5 OF THE ACCOMPANYING NOTICE DATED 18TH MAY 2017.

ITEM NO.5 OF THE NOTICE TO SHAREHOLDERS

At the meeting of the Board of Directors of the Company held on the 18th May 2017, 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 ₹ 2.50 lakhs and reimbursement of actual travel and out-of-pocket expenses for the financial year ending March 31, 2018. 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.5 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. 5.

The resolution is recommended for the approval of the shareholders.

INSTRUCTIONS FOR MEMBERS OPTING FOR REMOTE E-VOTING:

a)	<p>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.</p> <p>'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.</p> <p>'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.</p>
b)	<p>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.</p>
c)	<p>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., 17th August 2017.</p>

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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(s)]:
(i)	Open e-mail and then open PDF file viz., "India Nippon Electricals Limited –32nd 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 from 9 AM on 21 st Aug 2017 and ends by 5 PM on 23 rd Aug 2017. During this period, members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 17 th August 2017, 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., 17 th August 2017, 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 shall, immediately after 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)	In terms of Regulation 44 of SEBI (LODR) Regulations 2015, the results of the remote e-voting are to 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.	

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www.indianippon.com Phone: 044-2846 0073, Fax: 044-2846 0631

ATTENDANCE SLIP

Name and Address of the Shareholder	Folio No.	:
	DP ID / Client ID	:
	No. of Shares	:
	held	:

I / We being the Registered Shareholder/Proxy for the Registered Shareholder of the Company hereby record my / our presence at the 32nd Annual General Meeting of the Company being held at Narada Gana Sabha (Saiguru Gnanananda Hall), No.314, T.T.K. Road, Alwarpet, Chennai – 600018 on Thursday, 24th August 2017 at 10.30 A.M.

Name of the Shareholder / Proxy

Signature of Shareholder / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.

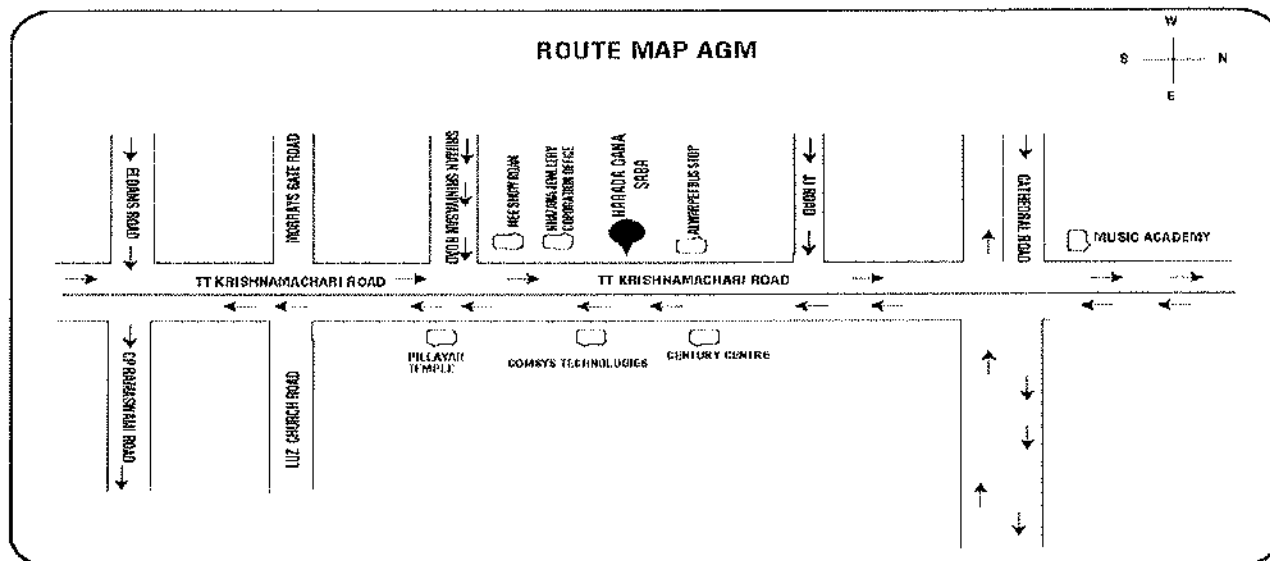
E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Please follow the steps for e-voting procedure as given in the Notice of AGM or by logging on to www.evoting.nsdl.com

Route map for the venue of AGM of India Nippon Electricals Limited to be held on Thursday 24th August 2017 at 10.30 A.M.



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PROXY FORM FORM No. : MGT 11

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

CIN	: L31901TN1984PLC011021	E-Mail ID	:
Name of the Company	: India Nippon Electricals Limited	Folio No.	:
Registered Office	: 11 & 13, Patullos Road, Chennai – 600 002	DP ID / Client ID	:
		No. of Shares	:
Name of the Member(s)	:		
Registered Address	:		

I/We being the Member(s) of India Nippon Electricals Limited holding _____ Equity Shares, hereby appoint:

S.No.	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

as my/our Proxy to attend and vote (on a poll) on my/our behalf at the 32nd Annual General Meeting of the Company to be held at Narada Gana Sabha (Satguru Gnanananda Hall), No.314, T.T.K. Road, Alwarpet, Chennai – 600018 on Thursday, 24th August 2017 at 10.30 A.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
Ordinary Business		For	Against
1.	Adoption of audited accounts for the year ended 31 st March 207 and the Directors' and Auditors' report		
2.	Declaration of Dividend for the year 2016-17		
3.	Appointment of M/s Deloitte Haskins & Sells LLP as Auditors of the company		
4.	Election of Mr T K Balaji as Director, liable for retirement by rotation		
Special Business			
5.	Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2017-18		

Signed this day of 2017

Affix
Revenue
Stamp of Re.1

Signature of Member

Signature of Proxy holder

Notes:

- 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 namely Sundaram-Clayton Limited at "Jayalakshmi Estates" 1st Floor, No. 29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.
- 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.