



# INDIA NIPPON ELECTRICALS LIMITED

(All Correspondence to be addressed to Registered Office)

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

Tel : +91-44-2846 0073  
Fax : +91-44-2846 0631  
e-mail : inelcorp@inel.co.in  
Web : www.indianippon.com

24 August 2017

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**

Dear Sir(s)/ Madam,

Sub: Summary of proceedings of Annual General meeting (AGM) and intimation of voting results at the 32<sup>nd</sup> AGM of the company held on 24<sup>th</sup> August 2017 in terms of Regulation 30 and 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref.: Outcome of AGM-our letter dated 24<sup>th</sup> Aug 2017.

- (i) We wish to inform you that the shareholders of the Company at the 32<sup>nd</sup> Annual General Meeting (AGM) held today, i.e., 24<sup>th</sup> August 2017 approved all the items of business as detailed in the Notice convening the said AGM.
- (ii) All the resolutions were passed by the shareholders with requisite majority.
- (iii) In this connection, we enclose the following:

Proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annexure 1
Voting results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annexure 2
Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014	Annexure 3

- (iv) 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



Factory : Hosur - Thali Road, Uliveeranapalli, Hosur - 635 114. Tamil Nadu.  
Tel : +91 - 4347 - 233432 to 438 Fax : +91 - 4347 - 233431

**Summary of proceedings of the 32<sup>nd</sup> Annual General meeting**

The 32<sup>nd</sup> Annual General Meeting (AGM) of the members of India Nippon Electricals Limited (the Company) was held on Thursday the 24<sup>th</sup> August 2017 at 10:30 AM at Satguru Gnanananda Hall (Naradha Gana Sabha), 314, TTK Road, Chennai-600018.

Shri T K Balaji, the Chairman of the company took the Chair. The Chairman introduced the directors on the dais. The requisite quorum being present, the Chairman called the meeting to order. 1025 members were present at the meeting and there were 2 proxies.

Notice of the AGM was taken as read as the same had been available with the shareholders for sometime. The Chairman informed the members that both the Statutory Auditors report and Secretarial Auditors report were free from any qualification/ observation or other remarks and hence were taken as read. Thereafter, the Chairman's Speech was delivered at the meeting.

The following items of business, as per the Notice of 32<sup>nd</sup> AGM were transacted:

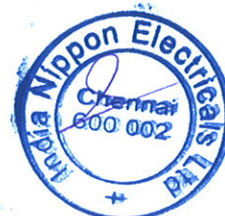
S no.	Subject matter of Resolution	Type of Resolution	Mode of Voting	Results of Voting
Ordinary Business:				
1.	Adoption of audited accounts for the year ended 31 <sup>st</sup> March 2017 and the Directors' and Auditors' report.	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
2.	Declaration of Dividend for the year 2016-17	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
3.	Appointment of M/s Deloitte Haskins & Sells LLP as Auditors of the Company	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
4.	Election of Mr T K Balaji as Director, liable for retirement by rotation	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
Special Business				
5.	Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2017-18	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority

Clarifications were provided to the queried raised by the shareholders.

The Chairman informed the members that the company in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, had provided the members the facility to cast their vote electronically from 21<sup>st</sup> Aug 2017 at 9:00 AM to 23<sup>rd</sup> Aug 2017 upto 5:00 PM and that there will be no voting by show of hands at the meeting. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot papers.

The Board of Directors appointed Mr S Ananthanarayan, Practising Company Secretary, as the Scrutinizer to supervise the remote e-voting and ballot voting process. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also intimated to the Stock Exchanges and posted on the website of the company.

The Chairman thereafter thanked the members present and declared the meeting as closed. The meeting concluded at 10:55 A.M.



Results of voting through electronic means and physical ballot

<b>Date of the AGM</b>	24 <sup>th</sup> August 2017
<b>Total number of shareholders on cut off date</b>	8708
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	2
Public:	1025
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	Nil
Public:	

<b>Resolution 1</b>	Adoption of audited accounts for the year ended 31 <sup>st</sup> March 2017 and the Directors' and Auditors' report
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total	75,09,166	75,09,166	100.00	75,09,166	-	100.00	-
Public- Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	2,26,513	-	-	-	-	-	-
Public- Non Institutions	E-Voting		2,07,813	5.81	2,07,793	20	100.00	0.01
	Poll		7,491	0.21	7,491	-	100.00	-
	Total	35,75,033	2,15,304	6.02	2,15,284	20	99.99	0.01
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,470</b>	<b>68.29</b>	<b>77,24,450</b>	<b>20</b>	<b>100.00</b>	<b>0.00</b>



Resolution 2 Declaration of Dividend for the year 2016-17

Ordinary

Resolution required: (Ordinary/ Special)  
Whether promoter / promoter group are interested in the agenda / resolution? No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total	75,09,166	75,09,166	100.00	75,09,166	-	100.00	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	2,26,513	-	-	-	-	-	-
Public- Non Institutions	E-Voting		2,07,813	5.81	2,07,769	44	99.98	0.02
	Poll		7,491	0.21	7,491	-	100.00	-
	Total	35,75,033	2,15,304	6.02	2,15,260	44	99.98	0.02
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,470</b>	<b>68.29</b>	<b>77,24,426</b>	<b>44</b>	<b>100.00</b>	<b>0.00</b>

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

Ordinary

Resolution required: (Ordinary/ Special)  
Whether promoter / promoter group are interested in the agenda / resolution? No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total	75,09,166	75,09,166	100.00	75,09,166	-	100.00	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	2,26,513	-	-	-	-	-	-
Public- Non Institutions	E-Voting		2,07,813	5.81	2,07,755	58	99.97	0.03
	Poll		7,491	0.21	7,491	-	100.00	-
	Total	35,75,033	2,15,304	6.02	2,15,246	58	99.97	0.03
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,470</b>	<b>68.29</b>	<b>77,24,412</b>	<b>58</b>	<b>100.00</b>	<b>0.00</b>



<b>Resolution 4</b>	Election of Mr.T K Balaji as Director, liable for retirement by rotation.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total	75,09,166	75,09,166	100.00	75,09,166	-	100.00	-
Public- Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	2,26,513	-	-	-	-	-	-
Public- Non Institutions	E-Voting		2,07,563	5.81	2,07,519	-	99.98	-
	Poll		7,491	0.21	7,491	44	100.00	0.59
	Total	35,75,033	2,15,054	6.02	2,15,010	44	99.98	0.02
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,220</b>	<b>68.29</b>	<b>77,24,176</b>	<b>44</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 5</b>	Ratification of the remuneration of Mr.K Suryanarayanan, the Cost Auditor for the year 2017-18.
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total	75,09,166	75,09,166	100.00	75,09,166	-	100.00	-
Public- Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	2,26,513	-	-	-	-	-	-
Public- Non Institutions	E-Voting		2,07,813	5.81	2,07,769	44	99.98	0.02
	Poll		7,491	0.21	7,491	-	100.00	-
	Total	35,75,033	2,15,304	6.02	2,15,260	44	99.98	0.02
<b>Total</b>		<b>1,13,10,712</b>	<b>77,24,470</b>	<b>68.29</b>	<b>77,24,426</b>	<b>44</b>	<b>100.00</b>	<b>0.00</b>





S. Ananthanarayan, B.Com., (Hons). FCS  
Company Secretary

Form No. MGT-13  
Report of Scrutinizer

(Pursuant to Rule Section 109 of the Companies Act 2013 and Rule 21 (2) of the Companies  
(Management and Administration) Rules, 2014]

The Chairman,  
INDIA NIPPON ELECTRICALS LTD  
11& 13, Patullos Road,  
Chennai-600002

**Sub:** 32nd Annual General Meeting of the Equity Shareholders of India Nippon Electricals Ltd, held on Thursday the 24<sup>th</sup> August 2017 at 10:30 AM at Satguru Gnanananda Hall, 314, T.T.K. Road, Alwarpet, Chennai-600018.

Dear Sir,

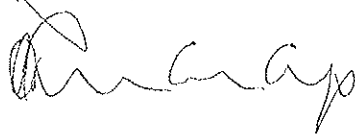
I, S Ananthanarayan, Practising Company Secretary, No.16/16 RAMS, 3rd Main Road, Gandhi Nagar, Adyar, Chennai-600020, appointed as Scrutinizer for the purpose of the poll taken on the following resolutions, at the 32nd Annual General Meeting of the Equity Shareholders of India Nippon Electricals Ltd, held on Thursday the 24th August 2017 at 10:30 AM at Satguru Gnanananda Hall, 314, T.T.K. Road, Alwarpet, Chennai-600014, submit my report as under:

a.	After the time fixed for closing of the poll by the Chairman, 2 Ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
b.	The locked ballot boxes were subsequently opened in my presence and 25 ballot papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and authorizations / proxies lodged with the Company.
c.	The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
d.	A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
e.	The ballot papers and all other relevant records were sealed and handed over to the Company Secretary.
f.	The result of the Poll is as under;

Resolution			Voting			
No	Subject matter	Type		In favour	Against	Invalid
1.	Adoption of audited accounts for the year ended 31st March 2017 and the Directors' and Auditors' report.	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724450	20	0
			% of valid votes cast	100	0	0
2.	Declaration of Dividend for 2016-17	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724426	44	0
			% of valid votes cast	100	0	0

3.	Appointment of M/s Deloitte Haskins & Sells LLP as auditors of the company	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724412	58	0
			% of valid votes cast	100	0	0
4.	Election of Mr T K Balaji as Director, liable to retire by rotation	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724176	44	0
			% of valid votes cast	100	0	0
5.	Ratification of the remuneration of Mr. K. Suryanarayanan, Cost Auditor for the year 2017-18	Ordinary	Number of members present and voting (in person / by proxy)	25	0	0
			Number of votes cast	7724426	44	0
			% of valid votes cast	100	0	0

Thanking you,  
Yours faithfully,



**S ANANTHANARAYAN**  
**SCRUTINISER**



Chennai, 24th August 2017