



India Nippon Electricals Ltd

REGD. OFFICE

11 & 13, Patullos Road, Chennai - 600 002

Tel : +91 44 28460073, **Email :** inelcorp@inel.co.in

CIN : L31901TN1984PLC011021

July 31, 2020

The Manager-Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot no C 1,
G Block, IFB Centre, Bandra Kurla Complex,
Bandra (East), Mumbai 400051

Scrip: **INDNIPPON**

NEAPS-online filing

BSE Ltd

Phiroze Jee Jee Towers
Dalal Street,
Mumbai 400001

Scrip: **532240**

BSE Listing Centre (online)

Dear Sirs/ Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and another Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/109 dated 25th June, 2020 extending the due date till 31st July 2020 for submitting the Annual Secretarial Compliance Report for the year 2019-20, we are attaching herewith the Secretarial Compliance Report for the year ended 31st March 2020 issued by Ms. B Chandra (ACS No.20879 / CP No.7859), Practicing Company Secretary and Secretarial Auditor of the Company.

Thanking you

Yours Sincerely
For India Nippon Electricals Ltd

G VENKATRAM
Company Secretary

Encl.: As above



B.CHANDRA
PRACTISING COMPANY SECRETARY

AG3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai - 600026

E-mail: bchandraandassociates@gmail.com
bchandracosecy@gmail.com
H/P: 9840276313, 9840375053

**Secretarial compliance report of
INDIA NIPPON ELECTRICALS LIMITED for the year ended 31.03.2020**

I/We, B Chandra, Practising Company Secretary holding Certificate of Practice No.7859 have examined:

- (a) all the documents and records made available to us and explanation provided by India Nippon Electricals Limited (CIN L31901TN1984PLC011021),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued thereunder;



The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018
- b. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- c. The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations 2008
- d. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- e. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	23	A few of the Related Party transactions, forming an insignificant percentage of the value of RPTs, pursuant to earlier approved agreements were continued with the same terms and conditions, though they were ratified retrospectively.	The said agreements were ratified retrospectively
02	27(2)	The number of Directorship of Mr T K Balaji in Listed companies in the Corporate Governance report for the quarter ended December 2019 was mistakenly mentioned.	The same was corrected in the subsequent report.

- a. Out of the total second interim dividend of Rs.848.33 lakhs payable to 13,638 shareholders, dividend amounting to Rs.837.54 lakhs was paid to 13,190 shareholders on 30.03.2020. For the remaining 448 shareholders, the Company could not despatch the warrants within the due date of 15th April, 2020 owing to the lock down due to COVID-19 pandemic. Hence, on further scrutiny of the shareholders data, the company took efforts to identify missing data based on which dividend for further 134 shareholders was paid electronically. However, for the remaining 314 shareholders, dividend was paid only through physical mode aggregating to Rs.9.33 lakhs after resumption of postal/ courier services.
- b. Clarification sought from NSE on transfer of 3428570 shares by Mahle Electric Drives Japan Corporation to its another group company Mahle Holding (India) Private Limited on



31.12.2019 under Regulation 10 (1) (a) (iii) of SEBI (Acquisition & Take over) Regulations 2011 was replied satisfactorily by the Company on 7.3.2020.

- c. The company had provided clarification on continuance of Mr Chidambar on Board of the Company till 6th April 2019 beyond the age of 75.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

The listed entity has complied with point 6(A) and 6(B) of SEBI circular no CIR/CFD/CMD1/114/2019 dated 18.10.2019

Place: Chennai

Date: 2.7.2020

Signature:

B. Chandra

Name of the Practicing Company Secretary B CHANDRA

ACS No.: 20879

C P No.: 7859

UDIN A020879B000408288

