



India Nippon Electricals Ltd

REGD. OFFICE

11 & 13, Patullos Road, Chennai – 600 002

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

CIN : L31901TN1984PLC011021

May 30, 2023

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-filing)

Dear Sirs/ Madam,

Pursuant to Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Secretarial Compliance Report for the year ended 31st March 2023 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

S Logitha
Company Secretary

Encl.: As above



B.CHANDRA

PRACTISING COMPANY SECRETARY

AG 3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 600026

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**Secretarial compliance report of
INDIA NIPPON ELECTRICALS LIMITED for the year ended 31.03.2023**

I, B Chandra, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. INDIA NIPPON ELECTRICALS LIMITED (“the listed entity”)
- (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 31.03.2023 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;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client



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

and circulars/ guidelines issued there under;

and based on the above examination, I/We 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 except in respect of matters specified below: -

As per Annexure A

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

As per Annexure B

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance (Yes/No/ NA)	Status	Observations/ Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor			
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA		

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	<p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	NA	
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p>		



	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019	NA	

III. (i) Additional Affirmations

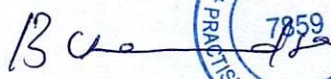
S No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	Secretarial Standard The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	As per Annexure A
2	Adoption and timely updation of the Policies: a. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	-
3	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	-
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6	Preservation of Documents:	Yes	-



	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee;	Yes	--
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	As per Annexure A
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	As per Annexure A
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Nil	
12	Additional Non-compliances, if any: Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Nil	As per Annexure A

We further add due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards

Place: Chennai
Date: 29.05.2023

Signature: 
Practicing Company Secretary: B. CHANDRA
ACS/ FCS No.: 20879
C P No.: 7859
PEER REVIEW NO 602/2019
UDIN A020879E000402535



Annexure A for the year ended 31-03-2023

S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	LODR	Regulation 23 (9)	Non-Disclosure of remuneration paid to all NEDs	NA	NA	Same as in Col 4.	NA	The NRC and the Board, in their meetings held in May 22, have approved payment of commission to the NEDs to an extent of Rs 45 Lakhs for the FY 21-22, which is not included in the HY return on RPT filed with SE.	This has subsequently been disseminated in the second half yearly return filed for the year ended 31 st Mar 2023.	
2	Secretarial Standards	Clause 13.7	General Consent for giving notes on UPSI at shorter notice			Same as in Col 4		General consent for giving Notes on items of Agenda which are in the nature of Unpublished Price Sensitive Information at a shorter Notice may be taken in the first Meeting of the Board held in each financial year and also whenever there is any change in Directors. No such approval has been taken.	UPSI related information is being shared to the Directors through an app considering the sensitivity and due to technical glitches in the app, there was a small delay.	



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3	SEBI (SAST)	Regulation 31 (4)	Non obtaining of a disclosure from the promoter regarding no encumbrance on an yearly basis and placing the same before the Audit Committee and filing with SE.			Same as in Col 4	The said declaration was not placed before the Audit Committee	Under 31 (1,2,3), promoters have not made any disclosure under regulation 31(4) to the company in the previous year. However, Nil encumbrance for the FY 2022-23 was reported by the Promoters to the Stock Exchanges and the same was reported to the Audit Committee.	
4	LODR	Regulation 36 (3)	Omission to include certain information to the shareholders during appointment or reappointment of Directors			Same as in Col 4.	Certain disclosures relating to proposed appointment of 2 independent directors is not included in the Notice to Shareholders.	Profile of the Independent Directors with area of expertise and skills was briefly included in the notice to shareholders.	
5	LODR	Regulation 36 (5)	Certain disclosures required relating to proposed remuneration is not included in the notice sent to the shareholders.			Same as in Col 4.	Certain disclosures relating to proposed remuneration is not included in the notice sent to the shareholders.	The power of fixing the remuneration was delegated to the Board of Directors.	
6	LODR	Schedule III Part A IV	The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to			Same as in Col 4.	The company had filed the outcome of the Board meeting beyond 30 minutes for one meeting.	The delay of 10 minutes was due to network issues.	



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7	SEBI (PIT) Regulations	Chapter II Regulation 5	consider the Financial results	Sharing of UPSI among the designated persons and with the designated persons has been recorded partially				Same as in Col 4.		The company has a structured database Unpublished Sensitive information which is yet to be fully implemented	The company has implemented a structured database for handling Unpublished Price Sensitive information. However, we are in the process of improvement.		

Annexure B for the year ended 31-03-2022

S No	Compliance Requirement (Regulations/ circulars guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks



Place: Chennai

Date: 29.05.2023

Signature: *B. Chandra*

Practicing Company Secretary : B. CHANDRA

ACS/ FCS No.: 20879

C P No.: 7859

UDIN A020879E000402535

Peer review no. 602/2019