



India Nippon Electricals Ltd

REGD. OFFICE

11 & 13, Patullos Road, Chennai - 600 002

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CIN: L31901TN1984PLC011021

September 23, 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**

BSE Ltd
Phiroze Jee Jee Towers
Dalal Street,
Mumbai 400001
Scrip: **532240**

NEAPS-on-line filing

BSE Listing Center-On-line filing

Dear Sir(s)/ Madam,

Sub: Disclosure of Voting Results and the Report of the Scrutinizer.

Please refer to our letter dated September 22, 2020 wherein we intimated the outcome of the 35th Annual General Meeting (A.G.M.) of the company along with the Summary of proceedings of the AGM and revised Memorandum of Association and Articles of Association.

Please find attached the e-Voting results of the AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the consolidated Scrutinizer's Report as submitted by Mr Eshwar Sabapathy, Chennai (the Scrutinizer).

The results declared by the Chairman and the report submitted by the Scrutinizer are being uploaded on the Company's website and are being advised to the Depository viz., Central Depository Services (India) Limited, to publish the same on their website.

This is for your reference and record.

Thanking you

Yours sincerely
For India Nippon Electricals Ltd

G VENKATRAM
Company Secretary

Encl.: As above



General information about company

Scrip code	532240
NSE Symbol	INDNIPPON
MSEI Symbol	NOTLISTED
ISIN	INE092B01025
Name of the company	India Nippon Electricals Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-09-2020
Start time of the meeting	10:00 AM
End time of the meeting	11:00 AM

Scrutinizer Details

Name of the Scrutinizer	Eshwar S
Firms Name	
Qualification	Advocate
Membership Number	MS36/2020
Date of Board Meeting in which appointed	20-08-2020
Date of Issuance of Report to the company	22-09-2020

Voting results

Record date	14-09-2020
Total number of shareholders on record date	15429
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	46
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

G. V. V. V.

Resolution(1)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Adoption of audited accounts for the year ended 31st March 2020 and the Director's and Auditors report thereon

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15018332	100	15018332	0	100	0
	Poll	15018332	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		15018332	15018332	100	15018332	0	100
Public- Institutions	E-Voting		139206	19.2485	139206	0	100	0
	Poll	723206	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		723206	139206	19.2485	139206	0	100
Public- Non Institutions	E-Voting		455594	6.6221	454741	853	99.8128	0.1872
	Poll	6879886	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		6879886	455594	6.6221	454741	853	99.8128
Total		22621424	15613132	69.0192	15612279	853	99.9945	0.0055

Whether resolution is Pass or Not. Yes

Disclosure of notes on resolution

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

G. V. V. V.

Resolution(3)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

Election of Mr. T Momose as Director liable for retirement by rotation

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15018332	100	15018332	0	100	0
	Poll	15018332	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15018332	15018332	100	15018332	0	100	0
Public- Institutions	E-Voting		139206	19.2485	139206	0	100	0
	Poll	723206	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	723206	139206	19.2485	139206	0	100	0
Public- Non Institutions	E-Voting		455594	6.6221	454741	853	99.8128	0.1872
	Poll	6879886	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6879886	455594	6.6221	454741	853	99.8128	0.1872
Total		22621424	15613132	69.0192	15612279	853	99.9945	0.0055

Whether resolution is Pass or Not. Yes

Disclosure of notes on resolution

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0

G. V. V. V.

Resolution(4)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Ratification of the remuneration of Mr. K Surayanarayanan, the Cost Auditor for the year 2020-21

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15018332	100	15018332	0	100	0
	Poll	15018332	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	15018332	15018332	100	15018332	0	100	0
Public- Institutions	E-Voting		139206	19.2485	139206	0	100	0
	Poll	723206	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	723206	139206	19.2485	139206	0	100	0
Public- Non Institutions	E-Voting		455594	6.6221	454709	885	99.8057	0.1943
	Poll	6879886	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total	6879886	455594	6.6221	454709	885	99.8057	0.1943
	Total	22621424	15613132	69.0192	15612247	885	99.9943	0.0057

Whether resolution is Pass or Not. Yes

Disclosure of notes on resolution

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	

G. V. V. V.

Resolution(5)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Adoption of Memorandum of Association as per provision of Companies Act, 2013

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15018332	100	15018332	0	100	0
	Poll	15018332	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15018332	15018332	100	15018332	0	100	0
Public-Institutions	E-Voting		139206	19.2485	139206	0	100	0
	Poll	723206	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	723206	139206	19.2485	139206	0	100	0
Public- Non Institutions	E-Voting		455594	6.6221	454709	885	99.8057	0.1943
	Poll	6879886	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6879886	455594	6.6221	454709	885	99.8057	0.1943
	Total	22621424	15613132	69.0192	15612247	885	99.9943	0.0057

Whether resolution is Pass or Not. Yes

Disclosure of notes on resolution

Details of Invalid Votes

Category

No. of Votes

Resolution(6)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Adoption of new set of Articles of Association

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		15018332	100	15018332	0	100	0
	Poll	15018332	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15018332	15018332	100	15018332	0	100	0
Public- Institutions	E-Voting		139206	19.2485	139206	0	100	0
	Poll	723206	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	723206	139206	19.2485	139206	0	100	0
Public- Non Institutions	E-Voting		455594	6.6221	454709	885	99.8057	0.1943
	Poll	6879886	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6879886	455594	6.6221	454709	885	99.8057	0.1943
	Total	22621424	15613132	69.0192	15612247	885	99.9943	0.0057

Whether resolution is Pass or Not. Yes

Disclosure of notes on resolution

Details of Invalid Votes

Category

No. of Votes

Promoter and Promoter Group

Public Insitutions

Public - Non Insitutions

G. Valdez



To

Mr. G Venkatram
Company Secretary,
India Nippon Electricals Limited
No. 11 & 13, (Old no. 6 & 7)
Patullos Road
Chennai - 600002

SUB: CONSOLIDATED SCRUTINIZER'S REPORT ON THE VOTING (REMOTE E-VOTING AND E-VOTING DURING ANNUAL GENERAL MEETING) IN RESPECT OF MATTERS SET-OUT IN THE NOTICE OF 35th ANNUAL GENERAL MEETING.

Dear Sir,

1. I have been appointed as a scrutinizer to scrutinize the voting done through remote e-voting and the e-voting during the 35th Annual General Meeting ("**AGM**"), in respect of the following matters set-out in the notice of the AGM, dated 20th August 2020:

Ordinary Business:

- a) Adoption of audited accounts for the year ended 31st March 2020 and the Directors' and Auditors' report thereon. ("**Resolution No.1**")
- b) Declaration of Dividend for the year 2019-20 ("**Resolution No.2**")
- c) Election of Mr. T Momose as Director liable for retirement by rotation ("**Resolution No.3**")

Special Business:

- d) Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2020-21 ("**Resolution No.4**")
- e) Adoption of Memorandum of Association as per provisions of Companies Act, 2013 ("**Resolution No.5**")
- f) Adoption of new set of Articles of Association ("**Resolution No.6**").

The AGM was conducted through video-conferencing ("VC") facility, and e-voting process was conducted in accordance with the Companies Act, 2013 and the circulars issued by Ministry of Corporate Affairs in this behalf.

2. The Company had entered into an arrangement with Central Depository Services (India) Limited (“**CDSL**”), for providing the electronic voting (“**e-voting**”) facility prior to (“**remote e-voting**”) and during the AGM (“**e-voting at the AGM**”).

3. I submit my report as under in respect of both i.e., remote e-voting and e-voting at the AGM

3.1 The remote e-voting period commenced on 18th September 2020 at 10.00 A.M IST and ended on 20th September 2020 at 5.00 P.M IST.

3.2 The equity shareholders holding shares as on 14th September, 2020(“**cut-off date**”), were entitled to vote on the resolutions stated in the Notice of the 35th Annual General Meeting of the Company.

3.3 Only those members who were present at the AGM through VC and who had not voted during the remote e-voting period, were allowed to cast their votes through e-voting system during the AGM.

3.4 The particulars of all the votes cast by the members by remote e-voting and e-voting during the AGM are maintained in the electronic mode in format made available by CDSL.

3.5 Pursuant to the circulars issued by the MCA, the physical presence of the members is dispensed with, hence the facility for appointment of proxies by the Members was not available for the AGM.

4. The details of the votes cast through e-voting at the AGM, is as under:

Resolution No.	Total number of shareholders who have cast their vote by e-voting at AGM	No. of equity shares
Resolution No. 1	10	22002
Resolution No. 2	10	22002
Resolution No. 3	10	22002
Resolution No. 4	10	22002
Resolution No. 5	10	22002
Resolution No. 6	10	22002

5. I report to you the details of votes cast “FOR” and “AGAINST” through e-voting at the AGM:

Resolution No.	Number of Shareholders whose votes have been considered valid	Total No. of equity shares voting on the resolution	FOR		AGAINST	
			No. of equity shares	Percentage	No. of equity shares	Percentage
Resolution No. 1	10	22002	22002	100%	0	0%
Resolution No. 2	10	22002	22002	100%	0	0%
Resolution No. 3	10	22002	22002	100%	0	0%
Resolution No. 4	10	22002	22002	100%	0	0%
Resolution No. 5	10	22002	22002	100%	0	0%
Resolution No. 6	10	22002	22002	100%	0	0%

6. I unblocked the Remote e-voting results on CDSL's e-voting platform, in the presence of Mr. Adit N Bhuva and Ms. Lakshmi R and downloaded the results.

7. Details of remote e-voting that were cast between 18th September 2020 and 20th September 2020 is as under:

Resolution No.	Total number of shareholders who have cast their vote by remote e-voting.	No. of equity shares
Resolution No. 1	41	15591130
Resolution No. 2	41	15591130
Resolution No. 3	41	15591130
Resolution No. 4	41	15591130
Resolution No. 5	41	15591130
Resolution No. 6	41	15591130

8. The details of valid votes cast “FOR” and “AGAINST” under the remote e-voting held between 18th September 2020 and 20th September 2020 is as under:

Resolution No.	Number of Shareholders whose votes have been considered valid	Total No. of equity shares voting on the resolution	FOR		AGAINST	
			No. of equity shares	Percentage	No. of equity shares	Percentage
Resolution No. 1	41	15591130	15590277	99.99%	853	0.01%
Resolution No. 2	41	15591130	15590277	99.99%	853	0.01%
Resolution No. 3	41	15591130	15590277	99.99%	853	0.01%
Resolution No. 4	41	15591130	15590245	99.99%	885	0.01%
Resolution No. 5	41	15591130	15590245	99.99%	885	0.01%
Resolution No. 6	41	15591130	15590245	99.99%	885	0.01%

9. The consolidated report on the votes cast through e-voting at the AGM and remote e-voting (held between 18th September 2020 and 20th September 2020) is as below:

Resolution No.	FOR		AGAINST		No. of Equity shares in relation to shareholders who have abstained* from voting
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage	
Resolution No. 1	15612279	99.99%	853	0.01%	91169
Resolution No. 2	15612279	99.99%	853	0.01%	91169
Resolution No. 3	15612279	99.99%	853	0.01%	91169
Resolution No. 4	15612247	99.99%	885	0.01%	91169
Resolution No. 5	15612247	99.99%	885	0.01%	91169
Resolution No. 6	15612247	99.99%	885	0.01%	91169



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* These shares are held by shareholders who have attended the AGM through video conferencing but not voted during the meeting.

Place: Chennai.

Date: 22nd September 2020

Time :10:40 am

**S ESHWAR
ADVOCATE**

**Countersigned:
For India Nippon Electricals Limited**

Company Secretary

Place: Chennai

Date: 22/09/2020