



INDIA NIPPON ELECTRICALS LIMITED

CIN L31901TN1984PLC01103

(All Correspondence to be addressed to Registered Office)

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28 August 2015

Fax: (22) 26598237/26598238

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

Dear Sir,

Scrip INDNIPPON EQ

Sub: Intimation of voting results at the 30th Annual General Meeting (AGM) of the company held on 27th August 2015 in terms of Clause 35A of the Listing Agreement.

Ref.: Our letter dated 27th August 2015.

i) We wish to inform you that the shareholders of the Company at the 30th Annual General Meeting (AGM) held on 27th August 2015 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:

- Results of voting through electronic means and physical ballot; and
- Scrutinizer's Report on remote e-voting and poll process.

iv) The said results declared by the Chairman and the report submitted by the scrutinizer are also uploaded on the Company's website and are also 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



India Nippon Electricals Ltd

Disclosure under Clause 35A of the Listing Agreement

I Attendance of Members:

Date of AGM : Thursday the 27th August 2015

Total number of shareholders as on the Cut-off Date : 7399 Shareholders
i.e., 20th August 2015

Present: Attendance

Promoters and Promoter Group : 2
Public

- in person : 815

- through proxy : 1

Total shareholders present : 818

Video conferencing of the Annual General Meeting arranged: Not arranged.

II. Voting by Members:

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 st March 2015 and the Directors' and Auditors' report.	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
2.	Declaration of Dividend	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
3.	Re-appointment of M/s Brahmayya & Co., Chartered Accountants, Chennai as Auditors of the Company	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
4.	Re-appointment of Mr T K Balaji as Director, liable for retirement by rotation	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
5.	Re-appointment of Mr K Seshadri as Director, liable for retirement by rotation	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
Special Business				
6.	Appointment of Mr Arvind Balaji, as Managing Director of the Company	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
7.	Ratification of the remuneration payable to Mr K Suryanarayanan, Practising Cost Accountant	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority

III. Results of Poll / Postal Ballot / E-voting by Members:

The mode of voting for all resolution was:

- (i) e-voting and
- (ii) physical ballot provided to the shareholders who attended the AGM personally and did not participate in the e-voting process.

The results of the voting in the prescribed format are annexed herewith.



INDIA NIPPON ELECTRICALS LIMITED

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

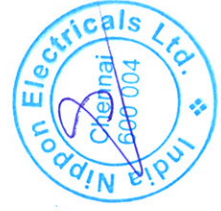
Date of declaration of results: 27th August 2015 (Being the date of Annual General Meeting)

Total shareholders during the Book Closure period 21st Aug 2015 to 27th Aug 2015 (both days inclusive) & as on Cut Off Date i.e. 20th August 2015 for e-voting: 7399 shareholders

Details of voting on the ordinary resolutions as detailed in the notice of 30th Annual General Meeting

Resolution No. 1	Promoter / Public	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
Adoption of Accounts for the year ended 31st March 2015 and the Directors' and Auditors report	Promoter and Promoter Group	75,09,166	75,09,166	100.00%	75,09,166	-	100.00%	0.00%
	Public - Institutional Holders	44,000	35,000	79.55%	35,000	-	100.00%	0.00%
	Public-Others	37,57,546	2,14,310	5.70%	2,14,310	-	100.00%	0.00%
	Total	113,10,712	77,58,476	68.59%	77,58,476	-	100.00%	0.00%

Resolution No. 2	Promoter / Public	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
Declaration of Dividend	Promoter and Promoter Group	75,09,166	75,09,166	100.00%	75,09,166	-	100.00%	0.00%
	Public - Institutional Holders	44,000	35,000	79.55%	35,000	-	100.00%	0.00%
	Public-Others	37,57,546	2,14,310	5.70%	2,14,310	-	100.00%	0.00%
	Total	113,10,712	77,58,476	68.59%	77,58,476	-	100.00%	0.00%



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Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

Date of declaration of results: 27th August 2015 (Being the date of Annual General Meeting)

Total shareholders during the Book Closure period 21st Aug 2015 to 27th Aug 2015 (both days inclusive) & as on Cut Off Date i.e. 20th August 2015 for e-voting: 7399 shareholders

Details of voting on the ordinary resolutions as detailed in the notice of 30th Annual General Meeting

Resolution No. 3	Promoter / Public	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
Reappointment of M/s Brahmaya & Co., Chartered Accountants, Chennai as Auditors of the Company	Promoter and Promoter Group	75,09,166	75,09,166	100.00%	75,09,166	-	100.00%	0.00%
	Public - Institutional Holders	44,000	35,000	79.55%	35,000	-	100.00%	0.00%
	Public-Others	37,57,546	2,14,310	5.70%	2,13,910	400	99.81%	0.19%
	Total	113,10,712	77,58,476	68.59%	77,58,076	400	99.99%	0.01%

Resolution No.4	Promoter / Public	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
Reappointment of Mr T K Balaji as Director liable for retirement by rotation	Promoter and Promoter Group	75,09,166	75,09,166	100.00%	75,09,166	-	100.00%	0.00%
	Public - Institutional Holders	44,000	35,000	79.55%	35,000	-	100.00%	0.00%
	Public-Others	37,57,546	2,14,310	5.70%	2,14,240	70	99.97%	0.03%
	Total	113,10,712	77,58,476	68.59%	77,58,406	70	100.00%	0.00%



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Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

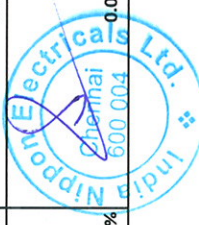
Date of declaration of results: 27th August 2015 (Being the date of Annual General Meeting)

Total shareholders during the Book Closure period 21st Aug 2015 to 27th Aug 2015 (both days inclusive) & as on Cut Off Date i.e. 20th August 2015 for e-voting:7399 shareholders

Details of voting on the ordinary resolutions as detailed in the notice of 30th Annual General Meeting

Resolution No.5	Promoter / Public	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
Reappointment of Mr K Seshadri as Director liable for retirement by rotation	Promoter and Promoter Group	75,09,166	75,09,166	100.00%	75,09,166	-	100.00%	0.00%
	Public - Institutional Holders	44,000	35,000	79.55%	35,000	-	100.00%	0.00%
	Public-Others	37,57,546	2,14,310	5.70%	2,13,840	470	99.78%	0.22%
	Total	113,10,712	77,58,476	68.59%	77,58,006	470	99.99%	0.01%

Resolution No.6	Promoter / Public	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
Appointment of Mr Arvind Balaji, as Managing Director of the Company	Promoter and Promoter Group	75,09,166	75,09,166	100.00%	75,09,166	-	100.00%	0.00%
	Public - Institutional Holders	44,000	35,000	79.55%	35,000	-	100.00%	0.00%
	Public-Others	37,57,546	2,14,310	5.70%	214310	.	100.00%	0.00%
	Total	113,10,712	77,58,476	68.59%	77,58,476	-	100.00%	0.00%
Resolution No. 7	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favour	No. of votes against	% of votes in favour – on votes polled	% of votes against – on votes polled
Ratification of the remuneration of the Cost Auditor for the year 2015-16	Promoter and Promoter Group	75,09,166	75,09,166	100.00%	75,09,166	-	100.00%	0.00%
	Public - Institutional Holders	44,000	35,000	79.55%	35,000	-	100.00%	0.00%
	Public-Others	37,57,546	2,14,310	5.70%	2,14,309	1	100.00%	0.00%
	Total	113,10,712	77,58,476	100.00%	77,58,475	1	100.00%	0.00%



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

27th August, 2015

The Chairman,
INDIA NIPPON ELECTRICALS LIMITED,
Aalim Center,
82, Dr. Radhakrishnan Salai,
CHENNAI 600 004

Dear Sir,

Sub: Submission of Scrutinizer's Report for Electronic voting under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Stock Exchanges

I thank you for appointing me as the scrutinizer for the process of e-voting for the resolutions as set out in the Notice dated 25th May, 2015 calling for the Annual General Meeting (AGM) on 27th August, 2015 in a fair and transparent manner.

The e-voting was open to the members to cast their votes for three days from 9.00 am on 24th August, 2015 to 5.00 PM on 26th August, 2015.

I hereby submit my report as detailed below:

1. National Securities Depository Limited (NSDL) was appointed by the Company to provide the remote e-voting platform to the shareholders of the Company for which it allotted e-voting event number (EVEN) 102296.
2. The Notice for the AGM was sent to 7,290 members of the Company as on 24th July 2015 as follows:
 - a. Through email by NSDL on 3rd August, 2015 to 3,926 members;
 - b. Through registered post on 30th July, 2015 to 4,281 members (including 917 members based in Chennai to whom email were also sent); and
 - c. Through registered post on 11th August, 2015 to 32 members, not based in Chennai, in respect of whom the email sent by NSDL has bounced.
3. The Company has published an advertisement on 3rd August, 2015 in "Business Standard" (in English) and "Dinamani", (in Tamil) with regard to dispatch of notice for the AGM and also specifying therein the matters prescribed in the Rule with regard to e-voting.
4. The company fixed 20th August, 2015 as the cut-off date for the purpose of determining the eligibility to participate in the e-voting/ballot process.

5. The company provided an opportunity to the shareholders, who have not cast their vote through remote e-voting, to cast their voting by ballot at the AGM.
6. Two empty ballot boxes used for the voting at the AGM were displayed and locked in my presence.
7. After conclusion of the voting at the AGM, I have opened the ballot boxes in the presence of two witnesses not in the employment of the Company.
8. I also unblocked the electronic votes cast in the presence of two witnesses not in the employment of the Company and have prepared this report.
9. I have validated the votes cast with the list of members and their holding as on the cut-off date.
10. I confirm that –
 - i. no member, who had exercised his vote through remote e-voting facility, participated in the ballot process at the AGM;
 - ii. no voting rights were exercised in respect of 13,598 shares held by 51 shareholders lying in unclaimed suspense account in terms of 5A(II) of the listing agreement.
11. I have recorded the particulars the votes cast, through remote e-voting and ballot at the AGM, in a separate register maintained in electronic form.
12. The items of business set out in the notice and covered by e-voting/ballot are:

Resolution no	Type of resolution	Subject matter
1.	Ordinary	Adoption of audited accounts for the year ended 31st March, 2015 and the Directors' and Auditors' report.
2.	Ordinary	Declaration of Dividend for the year 2014-15.
3.	Ordinary	Ratification of the appointment of Auditors
4.	Ordinary	Re-appointment of Mr. T K Balaji as Director, liable for retirement by rotation
5.	Ordinary	Re-appointment of Mr. K Seshadri as Director, liable for retirement by rotation
6.	Ordinary	Appointment of Mr. Arvind Balaji as Managing Director of the Company under Sections 196, 197, 198 and 203 of the Companies Act, 2013
7.	Ordinary	Ratification of the remuneration payable to the Cost Auditor for the year 2015-16

13. The results of voting through remote e-voting and ballot at the AGM are as under:

Resolution Number	Total valid votes/ballot		Valid ballots/votes in favour of the resolution			Valid ballots/votes against the resolution		
	Ballot	Votes cast	Ballot	Votes cast	% of voters	Ballot	Votes cast	% of voters
1	55	77,58,476	55	77,58,476	100%	-	-	0.00
2	55	77,58,476	55	77,58,476	100%	-	-	0.00
3	55	77,58,476	54	77,58,076	100%	1	400	0.00
4	55	77,58,476	54	77,58,406	100%	1	70	0.00
5	55	77,58,476	53	77,58,006	100%	2	470	0.00
6	55	77,58,476	55	77,58,476	100%	-	-	0.00
7	55	77,58,476	54	77,58,475	100%	1	1	0.00

14. Hence all the seven resolutions have been passed with more than the requisite majority as on the date of AGM namely 27th August, 2015.

15. You may accordingly declare the result of the electronic voting.

Thanking you,

Yours faithfully,



S. Ananthanarayan
Practicing Company Secretary(CP1828)
Scrutinizer

