



INDIA NIPPON ELECTRICALS LIMITED

(All Correspondence to be addressed to Registered Office)

Regd. Office : Aalim Centre, 2nd Floor,
82, Dr. Radhakrishnan Salai,
Mylapore, Chennai - 600 004.

Tel : +91-44-28110063 / 28110074
Fax : + 91-44-28115624
e-mail : inelcorp@inel.co.in,
Web : www.indianippon.com

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

March 5, 2013
Fax: (22) 26598237/26598238

Dear Sir,

Sub: Postal Ballot as per Section 192A of the Companies Act, 1956 - Disclosure pursuant to Clause 31 of the Listing Agreement

Ref: INDNIPPON EQ

The Board of Directors of the Company on 27th Feb 2013 approved the proposal to seek the consent of the shareholders of the Company by way of a special resolution through Postal Ballot, in terms of Section 192 A of the Companies Act, 1956 (the Act) read with Companies (Passing of the resolution by postal ballot) Rules, 2011, for keeping the statutory registers and documents in terms of Section 163 (1) and other applicable provisions of the Companies Act, 1956.

In this connection, we enclose six copies of the Notice and postal ballot forms, in terms of Clause 31 of the Listing Agreement, being sent to the shareholders of the Company seeking their consent for the above special resolution through postal ballot.

This is for your information and records.

Thanking you
Yours sincerely
For India Nippon Electricals Ltd

S SAMPATH
Chief Financial Officer & Company Secretary

Encl.: As above

CC: Regional Office of NSE: 2nd Floor, Ispahani Centre, Door no.123-124, Nungambakkam High Road, Chennai 600 034. Tel: 28332500 Fax: 28332510



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

India Nippon Electricals Limited

Regd. Office. : "Aalim Center", 2nd Floor,
No. 82, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004.
Tel. : (44) 28110063 Fax : (44) 28115624 e-mail : investorscomplaints@inel.co.in

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011

Dear Member(s),

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (the Act) read with Companies (Passing of the Resolution by Postal Ballot Rules) 2011, for obtaining the consent of the members through Postal Ballot for keeping the statutory registers and documents at the place of the Share Transfer Agent (STA), in terms of Section 163 (1) and other applicable provisions of the Act.

The Board of Directors of the Company has appointed Mr. S. Ananthanarayan, Practicing Company Secretary, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Postal Ballot Form is enclosed. Members may kindly refer to the text of the special resolution reproduced below along with the Explanatory Statement annexed hereto and can convey their assent or dissent in writing on the postal ballot form, attached herewith. Members are also requested to carefully read the instructions printed in the postal ballot form and return the form duly completed, in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer, not later than 5 p.m. on 8th April 2013.

The Scrutinizer will submit his report to the Chairman of the Company, after completion of the scrutiny of postal ballot forms. The result of the postal ballot will be announced by Mr. T.K. Balaji, Chairman of the Company or in his absence, any person authorized by him, at the registered office of the Company located at "Aalim Center", 2nd Floor, No. 82, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004 on 10th April 2013.

The date of declaration of the results of the postal ballot will be taken to be the date of passing of the said special resolution by the members of the Company.

Members requiring any clarification may contact Mr. S. Sampath, Chief Financial Officer & Company Secretary or Mr. K. Raman, Manager, STA through e.mail at investorscomplaints@inel.co.in.

Special Business

Item No. 1

Consent for keeping the statutory registers and documents at the place of the Share Transfer Agent (STA), in terms of Section 163 (1) and other applicable provisions of the Companies Act, 1956.

To consider, and if thought fit, to pass the following resolution as a special resolution through Postal Ballot :

RESOLVED THAT approval be and is hereby accorded to the Board of Directors in terms of Section 163 and other applicable provisions of the Companies Act, 1956 to keep the register of members, the index of members and any other statutory registers / documents at the office of Sundaram-Clayton Limited (SCL), Share Transfer Agent of the Company at "Jayalakshmi Estates", No. 29, Haddows Road, Chennai - 600 006, where SCL decides to carry on the share registry work of the Company, effective 15th April 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized jointly and / or severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things, that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

By order of the Board
For India Nippon Electricals Limited

Place : Chennai
Date: 27th February 2013

S. Sampath
Chief Financial Officer & Company Secretary

Encl.: i) Explanatory Statement.
ii) Postal Ballot Form & self-addressed postage pre-paid envelope.

ANNEXURE TO THE NOTICE OF POSTAL BALLOT DATED 27TH FEBRUARY 2013

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956 ANNEXED TO THE NOTICE DATED 27TH FEBRUARY 2013, IN RESPECT OF THE SPECIAL RESOLUTION

The following explanatory statement sets out all the material facts, relating to the special business mentioned in the accompanying Notice dated 27th February 2013 and shall be taken as forming part of the Notice.

Item No.1

The register of members and index of members, and copies of all annual returns of the Company prepared under Section 159 of the Act together with copies of certificates and documents which are required to be annexed thereto are required to be kept at the Registered Office of the Company, in terms of the provisions of Section 163 of the Act.

In terms of Securities and Exchange Board of India (SEBI) circular No. D & CC / FITTC/ Cir-15 dated 27th December 2002, the Company appointed Sundaram-Clayton Limited (SCL), as the share transfer agent (STA) to carry on the registry work of the Company pertaining to transfer of shares in physical form and to provide connectivity with the depositories for handling the transactions taking place through depositories in electronic form.

Consequently, the register of members and index of members of the Company were kept at the share registry office of SCL, at No. 22, Railway Colony, 3rd Street, Mehta Nagar, Chennai - 600 029, after obtaining the approval of the members by way of a special resolution passed at the Annual General Meeting held on 3rd September 2004 for keeping the said records away from the Registered Office.

Now, SCL has proposed to shift its share transfer registry office from its present location to "Jayalakshmi Estates", No. 29, Haddows Road, Chennai - 600 006.

As the said statutory registers / documents of the Company, handled by SCL are being shifted to the above location, it has been decided by the Board to seek the approval of the shareholders by way of a special resolution for keeping the said records there and for the information of the members about the change in the location of the said documents and also in compliance with the provisions of Section 163 of the Act.

An advance copy of the proposed special resolution is also being delivered to the Registrar of Companies, Tamilnadu, in terms of Section 163 of the Act for their information.

Pursuant to the provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the members of the Company is proposed to be obtained by way of a special resolution through postal ballot.

The Board also recommends the passing of the special resolution by the shareholders of the Company, as set out in Item No. 1 of the postal ballot notice, by casting their vote through the postal ballot form, which is sent along with the Notice.

None of the Directors of the Company is interested or concerned in the said resolution.

By order of the Board
For India Nippon Electricals Limited

Place : Chennai
Date: 27th February 2013

S. Sampath
Chief Financial Officer & Company Secretary

NOTES :

- 1) An explanatory Statement as required under Section 173 (2) of the Companies Act, 1956 (the Act) in respect of the business specified above is annexed hereto.
- 2) Voting rights are reckoned on the basis of the shares registered in the names of the Members / Beneficial Owners as on 5th March 2013.
- 3) Members are required to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before 8th April 2013, at the following address :
Mr. S. Ananthanarayan,
Scrutinizer
C/o. M/s. Sundaram Clayton Limited
Share Transfer Agents
Unit : India Nippon Electricals Limited
No. 22, Railway Colony, 3rd Street,
Mehta Nagar, Chennai - 600 029.
- 4) The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence by any one person authorized by the Chairman, on 10th April 2013 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a press release in newspapers. The result will also be put up on the Company's website www.indianippon.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of the result, explained as above.
- 5) In case of any queries, members may contact STA or at the registered office of the Company.



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POSTAL BALLOT FORM

(to be returned to the scrutinizer appointed by the Company)

Ballot No. :

(For Scrutinizer's use only)

1. **Name(s) of Member(s)** :
(including joint holders, if any)
2. **Registered address of the sole /** :
first named member
3. **Registered Folio No.** :
(applicable to members holding
shares in physical form)
4. **DP ID No. & Client ID No.** :
(applicable to members holding
shares in dematerialised form)
5. **Number of shares held** :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 27th February 2013 by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below :

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution for keeping the statutory registers at the place of the Share Transfer Agent, in terms of Section 163 (1) of the Companies Act, 1956.			

Place :

Date :

Signature of the Member

Note : Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal ballot forms by the Scrutinizer is 8th April 2013.

NOTES / INSTRUCTIONS

1. A Member desiring to exercise his / her vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer at the address in the attached postage pre-paid self-addressed envelope. No other form or photocopy of the postal ballot form is permitted to be used for the purpose. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expense of the Member. Member residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Mr. S. Ananthanarayan, Practicing Company Secretary, Chennai, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the postal ballot papers are to be sent are given below :

Mr. S. Ananthanarayan, Scrutinizer
C/o. M/s. Sundaram Clayton Limited
Share Transfer Agents
Unit : India Nippon Electricals Limited
No. 22, Railway Colony, 3rd Street,
Mehta Nagar, Chennai - 600 029.
3. This form should be completed and signed by the Members (as per specimen signature recorded with the Company / Depositories). In case of joint shareholding, this form should be completed and signed by the first named Member and in his / her absence, by the next named Member. In case, holders of Power of Attorney sign the postal ballot form, reference to the Power of Attorney registration by the Company should be mentioned in the postal form.
4. Unsigned postal ballot forms will be rejected. Duly completed postal ballot forms should reach the Company not later than by the close of working hours at 17.00 hours on 8th April 2013. Postal ballot forms received after this date will be strictly treated as if the reply from such Member has not been received.
5. In the case of shares held by Bodies Corporate / Trust / Societies, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant Resolution / Authorization.
6. There will be only one postal ballot form for every folio irrespective of the number of Joint Member(s).
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on 5th March 2013.
8. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage pre-paid envelopes as all such envelopes will be sent to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
9. Votes will be considered invalid on the following grounds :
 - a. If the ballot form is unsigned;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked (✓) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or the number of votes or as to whether the votes are cast in favour or against the resolution or if the signature could not be checked or on one or more of the above grounds; and
 - e. If the Postal Ballot Form does not carry a serial no. assigned by the Company.
10. The Scrutinizer's decision on the validity of a postal ballot form will be final and binding.
11. The results of the postal ballot will be announced by Mr. T.K. Balaji, Chairman of the Company, or in his absence, any person authorized by the Chairman, at the Registered office of the Company, at "Aalim Center" 2nd Floor, No. 82, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004, on 10th April 2013.
12. The results will thereafter be published in the Website of the Company, www.indianippon.com and in newspapers.