



Ref: SEC/JS/

April 30,2024

1) B S E Limited

Floor 1, 'Phiroze JeeJeebhoy Towers'  
Dalal Street  
Mumbai - 400 001

2) The Listing Department

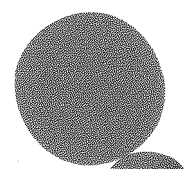
National Stock Exchange of India Ltd.  
"Exchange Plaza",  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI – 400 051

Dear Sir,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Postal Ballot Notice dated April 20,2024 together with the Explanatory Statement thereto, seeking the approval of Members of M/s. Indo National Ltd on the following items of Special Businesses, by means of Postal Ballot (only through remote e-voting process), in compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard.

S.N	Description	Nature of Resolution
1	Appointment of Mr.Kiran Joseph (DIN:05017183) as an Independent Director of the Company.	Special Resolution
2	To consider and approve the divestment of its entire interest in Kineco Limited, a step-down material subsidiary of the Company, by Helios Strategic	Special Resolution





	Systems Limited, a wholly owned subsidiary of the Company	
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In compliance with the applicable circulars, Postal Ballot Notice is being sent only through email, to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Saturday, 27<sup>th</sup> April 2024 (“cut-off date”)** received from the Depositories and whose e-mail addresses are registered with the Bank’s RTA / Depositories.

Members holding shares in physical mode and who have not updated their email address with the Company’s RTA / Depository Participants are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Postal Ballot Notice is also available on the website of the Company at [www.nippo.in](http://www.nippo.in). The Company has engaged the services of Central Depository Services limited (“CDSL”) for providing remote e-voting facility to all its Members. Members holding Equity Shares of the Company as on the Cut-off Date only shall be entitled to vote through remote e-voting process.

**Date and time of commencement of remote e-Voting : 9.00 a.m. (IST) on Saturday, May 04, 2024 and shall end at 5.00 p.m. (IST) on Sunday, June 02,2024.** The e-voting facility module shall be disabled thereafter.

The Company’s Board has appointed Mr. M. Damodaran (Membership No. 5837, CP No. 5081) or in his absence, Ms. J. Kalaiyarasi (Membership No. 29861, CP No. 19385) of M/s. M Damodaran & Associates LLP, Practicing Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

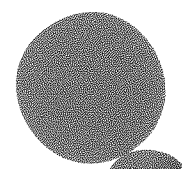
The result of the Postal Ballot will be announced not later than two working days from the last day of remote e-voting and will be displayed on the website of the Company. The results will also be intimated to NSE and BSE.

Kindly take the same on record.

Thanking you.  
Yours faithfully,

For Indo National Limited

J. Srinivasan  
Company Secretary





**INDO- NATIONAL LIMITED**

CIN: L31909TN1972PLC006196

Regd. Office: No. 609, Mount Road, Lakshmi Bhawan, IVth Floor, Chennai– 600 006

Phone: 044-28272711

Website: [www.nippo.in](http://www.nippo.in), Email Id: [jsrinivasan@nippo.in](mailto:jsrinivasan@nippo.in)

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs from time to time]

**To,**

**The Members,**

**INDO- NATIONAL LIMITED**

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020,

11/2022 dated December 28, 2022 and the latest one being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) read with other relevant circulars, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice is proposed for consideration by the Members of the INDO- NATIONAL LIMITED (the Company) for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the Notes to this Notice. The remote e-voting period commences from **9.00 A.M. (IST) on Saturday, May 04, 2024, and ends at 5.00 P.M. (IST) on Sunday, June 02, 2024.**

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on **Sunday, June 02, 2024**. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to all its members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Company has appointed Mr. M. Damodaran (Membership No. 5837, CP No. 5081) or in his absence, Ms. J. Kalaiyarasi (Membership No. 29861, CP No. 19385) of M/s. M Damodaran & Associates LLP, Practicing Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his/her report to the Chairman of the Company (the Chairman), or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the last day of remote e-voting. The result declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website

www.nippo.in and on the website of CDSL at www.evotingindia.com and will also display at the Registered Office of the Company. The resolutions, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., **Sunday, June 02, 2024.**

**SPECIAL BUSINESS:**

**1 Appointment of Mr.Kiran Joseph (DIN:05017183) as an Independent Director of the Company.**

To consider and if thought fit, to pass, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules notified thereunder (“Act”), Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), from time to time and any other applicable laws (including any statutory amendments, modifications, variations or re-enactments thereto, for the time being in force), the provisions of the Articles of Association of the Company pursuant to the recommendation made by the Nomination and Remuneration, Committee of the Company (“Committee”) and approval of the Board of Directors of the Company (“Board”), Mr. Kiran Joseph (DIN:05017183), who was appointed as an Additional Director (categorized as ‘Independent Director’) on the Board of the Company for a period of five years, with effect from 30<sup>th</sup> April 2024 subject to approval of the members of the Company and

who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice from a Member, in writing, under Section 160 of the Act, proposing his candidature for the office of a Director of the Company be and is hereby appointed as an Independent Director of the Company, for a period of 5 (five) years, with effect from 30<sup>th</sup> April 2024 up to 29<sup>th</sup> April 2029 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Mr. J.Srinivasan Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, including filing of forms with ROC and intimation to Stock Exchanges and other regulatory requirements and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**2. To consider and approve the divestment of its entire interest in Kineco Limited, a step-down material subsidiary of the Company, by Helios Strategic Systems Limited, a wholly owned subsidiary of the Company**

To consider and, if thought fit, with or without modification, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 24(5) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and subject to other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors ('the Board', which term shall be deemed to mean and include any Committee constituted by the Board) of the Company, to effect divestment by way of sale, transfer or otherwise dispose of in whole by Helios Strategic Systems Limited which is 100% Wholly owned Subsidiary of the Company, of its entire equity interest in Kineco Limited (representing 50.99% of the issued and paid up capital of Kineco Limited) (a material subsidiary of the Company), in the interest of the Company and on such terms and conditions as may be, which post divestment shall result in the Company ceasing to have any equity interest (direct or indirect) in Kineco Limited."

"RESOLVED FURTHER THAT that the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or any Committee of Directors or any other Officer(s)/ Authorised representative(s) of the Company to give effect to this Resolution including filing of necessary forms/ returns/ intimations/ disclosures with the Ministry of Corporate Affairs and other regulatory authorities."



By Order of the Board of Directors  
for **INDO- NATIONAL LIMITED**

J. Srinivasan  
Company Secretary

Place: Chennai

Date: April 30, 2024

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India setting out material facts relating to the proposed resolution is annexed hereto and forms part of this Notice.
2. Brief profile and other requisite details pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. The Notice will also be placed on the website of the Company at [www.nippo.in](http://www.nippo.in) and on the e-voting website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The Notice can also be accessed from the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India

Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively.

4. The Board of Directors of the Company has at its Meeting held on **April 30, 2024**, appointed Mr. M. Damodaran (Membership No. 5837, CP No. 5081) or in his absence, Ms. J. Kalaiyarasi (Membership No. 29861, CP No. 19385) of M/s. M Damodaran & Associates LLP, Practising Company Secretaries, Chennai, to act as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer have communicated their willingness to be appointed for the said purpose.
5. In compliance with the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) / the Registrar and Transfer Agent (“RTA”) of the Company, M/s. Cameo Corporate Services Limited, **as on Saturday, April 27, 2024 (“Cut-Off Date”)**. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses updated with their DP / the Company’s RTA, to enable servicing of notices, etc. electronically to their e-mail address.
6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the

same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company's RTA) duly filled and signed along with requisite supporting documents to Cameo Corporate Services Limited at No.1 Club House Road, Chennai-600 002.

7. After dispatch of Notice of Postal Ballot through email, advertisement shall be published in one English Daily and one in Tamil Newspaper, each having, wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded under the "Shareholder Information" section of the website of the Company at [www.nippo.in](http://www.nippo.in).
8. In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. The vote in this Postal Ballot cannot be exercised through proxy. A person who is not a Member of the Company as on the Cut-Off Date should treat this Notice for information purpose only. The detailed procedure with respect to e-voting is mentioned in this Notice.

As permitted by MCA vide its Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Hence, in compliance with MCA circulars, hard copy of Postal Ballot Notice along with Postal Ballot forms and

Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the members would take place through the remote e-Voting system only.

9. The e-voting shall commence on **9.00 A.M. (IST) on Saturday, May 04, 2024, and ends at 5.00 P.M. (IST) on Sunday, June 02, 2024**. The e-voting facility will be disabled by CDSL immediately thereafter and the Members will not be allowed to cast their vote beyond the said date and time. Once the vote on resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to [jsrinivasan@nippon.in](mailto:jsrinivasan@nippon.in).
11. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, after completion of scrutiny of the e-voting, and the results of the Postal Ballot will be announced by the Chairman or any other person authorized by him at the Registered Office of the Company, not later than two working days from the last day of e-voting and will be displayed on the website of the Company at [www.nippon.in](http://www.nippon.in) and on the e-voting website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The results will simultaneously be communicated to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited and will also be displayed on the Notice Board of the Company at its Registered Office. The Scrutinizer's decision on the validity of the votes cast shall be final.

12. In case of any general queries/grievances, Members may reach out to the RTA of the Company, M/s. Cameo Corporate Services Limited on Tel No: **044-28460390/91/92/93/94/95** and Email ID: [cameo@cameoindia.com](mailto:cameo@cameoindia.com).
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of [www.evotingindia.com](http://www.evotingindia.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
14. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting **i.e., Sunday, June 02, 2024.**, and as if it has been passed at a General Meeting of the Members conveyed in that behalf.

**15. General Information for Members:**

- a. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, as amended, the securities of listed companies can be transferred only in dematerialized form and transmission, or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of the above and to eliminate risks associated with physical transfer of securities, Members holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company for assistance in this regard.
- b. SEBI, vide its Circulars dated November 03, 2021, December 14, 2021, and March 16, 2023, has mandated the furnishing of PAN, KYC details and

- Nomination by holders of physical securities. Therefore, Members are requested to ensure that at least one of the cited documents/details as enunciated in the said circular are registered with the Company/RTA by December 31, 2023, if the said compliance is not done by due date, then such folios may be frozen by the Company/RTA.
- c. The formats for Nomination and updation of KYC details in accordance with the SEBI Circular are available on the website of the RTA [www.cameoindia.com](http://www.cameoindia.com) and under “Shareholder Information” section of the website of the Company.
  - d. SEBI vide its circular dated May 30, 2022, has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s). The communication to investors under SEBI Circular No. SEBI/HO/OIAE/ 2023/03394 dated January 27, 2023 had been hosted on the website of the Company at [www.nippo.in](http://www.nippo.in).

## **16.Voting through Electronic Means**

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), SEBI and MCA Circulars in this regard the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted vide this Postal Ballot Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized

e-voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

- b. In terms of SEBI circular, no SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e- Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- c. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ARE AS UNDER:**

1. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
2. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
3. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account**

**holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

5. Pursuant to above said SEBI Circular, Login method for e-Voting is given below:

**For Individual shareholders holding securities in Demat mode:**

<b>Type of shareholder s</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	i. Users who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or



www.cdslindia.com and click on Login icon and select New System Myeasi.

- ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- iii. If the user is not registered for Easi/Easiest, option to register is available at cdsi website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting

	<p>is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li data-bbox="472 327 1430 1325">i. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting ” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li data-bbox="472 1352 1430 1661">ii. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="472 1688 1430 1892">iii. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal</li> </ol>

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**For non-individual shareholders and physical shareholders**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- ii. Click on Shareholders.
- iii. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<ul style="list-style-type: none"> <li>i. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>ii. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR	<ul style="list-style-type: none"> <li>i. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your</li> </ul>

Date of Birth (DOB)	<p>demat account or in the company records in order to login.</p> <p>ii. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>
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- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the Indo- National Limited on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Facility for Non – Individual Shareholders and Custodians –Remote Voting
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [kjr@mdassociates.co.in](mailto:kjr@mdassociates.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kjr@mdassociates.co.in](mailto:kjr@mdassociates.co.in) with a copy marked to [j.srinivasan@nippon.in](mailto:j.srinivasan@nippon.in) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to



the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available to reset the password.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [jsrinivasan@nippon.in](mailto:jsrinivasan@nippon.in)
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi , Sr.Manager Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M

Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**OTHER INFORMATION:**

The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at [www.nippo.in](http://www.nippo.in). Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

All correspondence relating to shares and dividend should be addressed to the Registrars and Transfer Agent of the Company, viz: M/s. Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai-600 002 having Phone No: 28460390/91/92/93/94/95 e-mail: [cameo@cameoindia.com](mailto:cameo@cameoindia.com).

**By Order of the Board of Directors  
for INDO- NATIONAL LIMITED**

J. Srinivasan  
Company Secretary

Place: Chennai

Date: April 30, 2024

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 20 and 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE**

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

**Item no. 1**

As per Section 161 of the Companies Act, 2013 (the “Act”), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to the recommendation of the Nomination and Remuneration Committee (“the Committee” or “NRC”) of the Company through its meeting dated 30<sup>th</sup> April 2024, the board of directors of the Company (the “Board”) at its meeting held on 30<sup>th</sup> April, 2024, approved the appointment of Mr. Kiran Joseph (DIN: 05017183) as an Additional Director (categorized as ‘Independent Director of the Company, for a

period of 5 (five) years, with effect from 30<sup>th</sup> April , 2024 up to 29<sup>th</sup> April, 2029 (both days inclusive), subject to the approval of the members of the Company

Mr. Kiran Joseph holds B.F.A., Industrial Design from Rhode Island School of Design and he is the Design Director of Joseph Design. Previously he was working with Max Mirani as Design director where he was part of the founding team and focused primarily in to the new product innovation and design. Prior to that he was working with Foley Designs as Senior Designer and Hasbro as Product Designer.

Accordingly, Mr. Kiran Joseph continues to hold the office as an Additional Director (categorized as 'Independent Director') of the Company until the conclusion of next general meeting or till the time his appointment is confirmed by the members of the Company within a time period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received in writing, a notice from a Member proposing the candidature of Mr. Kiran Joseph for the office of a Director of the Company.

The NRC and the Board have determined that Mr. Kiran Joseph is a fit and proper person to hold the office as an Independent Director of the Company, and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority.

Mr. Kiran Joseph has given his consent to act as a Director of the Company. He has also given a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") read with

the applicable rules under the Act (“Rules”) and Regulation 16(1)(b) of the SEBI Listing Regulations, as applicable, and that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act.

The NRC and Board has assessed the veracity of the said declarations and other documents furnished by Mr. Kiran Joseph and, based on the same, has opined that he fulfils the conditions / criteria specified in the Act, the Rules and the SEBI Listing Regulations, for his appointment as an Independent Director and that he is independent of the Management of the Company. Further, Mr. Kiran Joseph is a person of integrity and has relevant skills, experience and expertise in the areas of creative thinking and the Board of Directors of the Company are of the view that Mr. Kiran Joseph possesses and has the requisite skills and capabilities, stated above, required for the role of an Independent Director of the Company.

During the said tenure, Mr. Kiran Joseph shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

As an Independent Director of the Company, Mr. Kiran Joseph is entitled to receive remuneration by way of profit related commission, if any, in terms of Section 197 and other applicable provisions of the Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act, 2013 as well as the SEBI Listing Regulations and will also be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law from time to time,

Additional details in respect of Mr. Kiran Joseph pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given as Annexure A to this Notice. Brief profile of Mr. Kiran Joseph is given at Annexure B to this Notice.

Given his skills, experience and expertise, the Board considers it desirable and in the interest of and immense benefit to the Company to appoint him as an Independent Director and accordingly, recommends the appointment of Mr. Kiran Joseph as an Independent Director, as proposed in the resolution set out in the Postal Ballot Notice, for the approval by the Members, in compliance with the applicable provisions of law.

The Regulation 17(1C) of the SEBI Listing Regulations stipulates that approval of shareholders for appointment of a person on the Board of Directors by a listed entity, is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution. Keeping in view the above referred provisions, the approval of the Members of the Company is being sought, by passing a Special Resolution, by way of this Postal Ballot for the appointment of Mr. Kiran Joseph on the Board of the Company.

The Nomination and Remuneration Committee and Board of Directors recommends the resolution in relation to the appointment of Mr. Kiran Joseph as

an Independent Director of the Company as set out in Item No. 01 for approval of the Members of the Company by way of an Special Resolution.

The draft letter of appointment of Mr. Kiran Joseph setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to [jsrinivasan@nippon.in](mailto:jsrinivasan@nippon.in)

Except Mr. Kiran Joseph and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in the accompanying Postal Ballot Notice

## **Item no. 2**

Helios Strategic Systems Limited is a 100% Wholly owned Subsidiary of our Company and it holds 31,94,153 no of Equity shares of Rs 10/- each in Kineco Limited (representing 50.99% of the issued and paid up capital of Kineco Limited) as on date. The board of directors of HELIOS STRATEGIC SYSTEMS LIMITED has decided to divest its entire investment held in Kineco Limited (“Proposed Transaction”) in the best interest of the company. Hence the Board of Directors of our Company in its meeting held on 30<sup>th</sup> April 2024 has accorded its approval for the Proposed Transaction, subject to the approval of the Members by way of a special resolution under Regulation 24 and such other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, by postal ballot for the Proposed Transaction.

Regulation 24(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that a listed entity shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting. Kinenco Limited is a material subsidiary of the Company for the purpose of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall cease to be a subsidiary upon completion of the Proposed Transaction.

Hence, Proposed Transaction requires approval of the members by a special resolution under Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel or their relatives or promoter/promoter group companies is concerned or interested in the Resolution.

**By Order of the Board of Directors  
for INDO- NATIONAL LIMITED**

J. Srinivasan  
Company Secretary

Place: Chennai

Date: April 30, 2024



## ANNEXURE A

### PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Mr. Kiran Joseph
Date of Birth	19/10/1981
Age	42
DIN	05017183
Nationality	INDIAN
Qualification(s)	B.F.A Industrial design
Experience	22 Yrs
Nature of expertise in specific functional areas.	World class creative thinking and talent to business. Top Skills: Industrial design/ Design strategy/ Design Thinking.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company.	Nil
Number of Meetings of the Board attended during the year up to this date of notice.	1

Directorships in other companies / Positions in other entities	Nil
Memberships / chairmanships of Committees of the Boards of other Companies.	Nil
Directorship held in other listed Companies.	Nil
Memberships in the Committees of Board of other listed Companies.	Nil
Listed entities from which the Director resigned in the past three years.	Nil
Membership and Chairmanship in the Committees of the Board of the Company.	Nil
Number of equity shares held in the company (including as beneficial owner) as on date of Postal ballot notice.	Nil

Terms and conditions of Appointment along with details of remuneration sought to be paid.	Appointment as an Independent Director for a period of five years effective 30 <sup>th</sup> April 2024
Remuneration last drawn.	Not Applicable since the appointment is effective 30 <sup>th</sup> April 2024 only.
Date of first appointment on the Board.	30 <sup>th</sup> April 2024
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Refer Item No. 1 of the Statement of material facts.

By Order of the Board of Directors  
for INDO- NATIONAL LIMITED

J. Srinivasan  
Company Secretary

Place: Chennai

Date: April 30, 2024

## **CALENDAR OF EVENTS FOR POSTAL BALLOT THROUGH ELECTRONIC MEANS**

*(Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 and MCA Circular Nos. 17/2020 dated 13/04/2020 & 09/2023 dated 25/09/2023 and Regulation 44 of the SEBI (LODR) Regulations, 2015)*

Sl. No.	Particulars	Date fixed by Cameo
1.	Obtain consent of the scrutinizer/s.	29/4/24
2.	Prior intimation to be given to Stock exchange for holding of the Board Meeting at least 2 working days in advance in respect of postal ballot proposal for obtaining shareholder approval for further fund raising indicating type of issuance  <i>(in case conducting the postal ballot for fund raising as per regulation 29(1)(d) of the SEBI (LODR) Regulations,2015)</i>	NA
3.	Pass board resolutions to do the following  a. Approving draft postal ballot notice;  b. Designating Company Secretary of the company to do all the acts in connection with postal ballot.  c. Appointment of Scrutinizer  d. Appointment of e-Voting Service Provider  e. Approval of Calendar of events.  f. Fixing of Cut-off date for Postal Ballot by remote e-voting.	30/4/24
4.	Issuing letter of appointment to the Scrutinizer	30/4/24
5.	Cutoff date for ascertaining eligible shareholders for postal ballot by remote e-voting	27/4/24
6.	Setting up/approval of e-voting parameters in NSDL and CDSL	27/4/24
7.	Completion of dispatch of Postal Ballot Notices.  As per MCA Circular No. 17/2020 dated 13/04/2020, Notices to member may be given only through e-mails registered with the Company or with the depository participants.	02/5/24

8.	Submit the copy of postal ballot notice to the Stock Exchange under regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015.	02/5/24
9.	Date of placing the Postal Ballot Notices on the website of the Company.  Such Notice shall remain on the website till the Closing of remote e-voting period.	02/5/24
10.	<p><b>a.</b> Shall publish a public notice by way of an advertisement, immediately on completion of dispatch of postal ballot notice, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having country-wide circulation.</p> <p><b>b. Additional disclosure as per Circular No. 17/2020 dated 13/04/2020 required to be made while publishing public notice.</b></p> <p><b>c.</b> Public notice shall be placed on the website of the company and of the agency.</p>	03/5/24
11.	Beginning of remote e-voting period  As per MCA Circular No. 17/2020 dated 13/04/2020, the Communication of the assent or dissent of the members would only take place through the remote e-voting system.	04/5/24
12.	Closing of remote e-voting period	02/6/24
13.	Date on which Resolutions will be deemed to be passed	02/6/24
14.	Preparation of Scrutinizer's Report and submission of the same to the Chairman	04/6/24
15.	Declaration of the Results by placing it, along with the scrutinizer's report, on the website of the company	04/6/24
16.	Intimation of voting results to the stock exchange under Regulation 44(3) of LODR 2015 in XBRL Mode (with effect from 30.01.2017) (The listed entity shall submit to the stock exchange, two working days from the conclusion of voting period)	04/6/24
17.	Result to be displayed on Notice Board of the company.	04/6/24