



Ref: SEC/JS/

Dec 13, 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. S. Murali (DIN: 10867356) as an Independent Director of the Company.	Special Resolution

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 Friday the 13th December 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.nipoo.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 Friday December, 20, 2024 and shall end at 5.00 p.m. (IST) on Saturday, January 18,2025. 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.

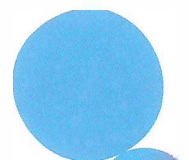
The result of the Postal Ballot will be announced not later than two working days from the last day of remote e-voting and will be displayed on the website of the Company. The results will also be intimated to NSE and BSE.

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, Email Id: 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, 09/2023 dated September 25, 2023 and the latest one being General Circular No. 09/2024 dated September 19, 2024 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 Resolution 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 resolution 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 resolution 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 Friday, December 20, 2024 and ends at 5.00 P.M. (IST) on Saturday, January 18, 2025**. 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 Saturday, January 18, 2025**. 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 resolution, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e., **Saturday, January 18, 2025.**

SPECIAL BUSINESS:

1 Appointment of Mr. S. Murali (DIN: 10867356) as an Independent Director of the Company.

To consider and if thought fit, to pass, the following resolution as a **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. S. Murali (DIN: 10867356), who was appointed as an Additional Director (categorized as an 'Independent Director') on the Board of the Company for a period of three years, with effect from December 13, 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 3 (three) years, with effect from

December 13, 2024 up to December 12, 2027 (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 authorized 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.”

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

J. Srinivasan
Company Secretary

Place: Chennai

Date: December 13, 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 and on the e-voting website of CDSL at 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 Friday, December 13, 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 Friday, December 13, 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.
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 Friday, December 20, 2024, and ends at 5.00 P.M. (IST) on Saturday, January 18, 2025**. 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@nippo.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.nippo.in and on the e-voting website of CDSL at 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.
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 or write an email to 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., **Saturday, January 18, 2025**, 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 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.

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.

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) 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 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 is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com 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 e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see 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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website.](#)

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

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
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 & joining virtual meetings 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 or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) 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 or call at toll free no. 1800 21 09911

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. 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.

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

J. Srinivasan
Company Secretary

Place: Chennai

Date: December 13, 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 or re-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 December 13, 2024, the board of directors of the Company (the "Board") at its meeting held on December 13, 2024, approved the appointment of Mr. S. Murali (DIN: 10867356) as an Additional Director (categorized as an 'Independent Director) of the Company, for a period of 3 (three) years, with effect from December

13, 2024 up to December 12, 2027 (both days inclusive), subject to the approval of the members of the Company.

Mr. S. Murali an accomplished entrepreneurial leader with extensive pan-India experience in the durables and telecom sectors. Passionate about leveraging expertise to drive business growth, optimize operations, and create long-term value through strategic thinking and disciplined execution.

Areas of Expertise:

- Integrating Business Operations Post M&A
- Incubating Technology enabled New Businesses Lines
- Scaling up Business profitably
- Team Building and Mentorship

Accordingly, Mr. S. Murali continues to hold the office as an Additional Director (categorized as an '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. S. Murali for the office of a Director of the Company.

The NRC and the Board have determined that Mr. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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. S. Murali 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 a Special Resolution.

The draft letter of appointment of Mr. S. Murali 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@nippo.in.

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

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

J. Srinivasan
Company Secretary

Place: Chennai

Date: December 13, 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. S. Murali
Date of Birth	13/06/1965
Age	59
DIN	10867356
Nationality	INDIAN
Qualification(s)	<ul style="list-style-type: none">• MBA in Marketing, Annamalai University, Tamil Nadu, 1987• B.Com., University of Madras, Chennai, Tamil Nadu, 1985
Experience	36 Yrs
Nature of expertise in specific functional areas	<ul style="list-style-type: none">• Integrating Business Operations Post M&A• Incubating Technology enabled New Businesses Lines• Scaling up Business profitably• Team Building and Mentorship
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 three years.
Remuneration last drawn.	Not Applicable since the appointment is effective from December 13, 2024 only.
Date of first appointment on the Board.	December 13, 2024
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Refer Statement of material facts of the Item No. 1.

ANNEXURE B

BRIEF PROFILE OF MR. S. MURALI

S. Murali
Entrepreneurial Leader

Email: Vishvedm@gmail.com
Mobile:+919884918500

An accomplished entrepreneurial leader with extensive pan-India experience in the durables and telecom sectors. Passionate about leveraging expertise to drive business growth, optimize operations, and create long-term value through strategic thinking and disciplined execution.

Areas of Expertise:

- Integrating Business Operations Post M&A
- Incubating Technology enabled New Businesses Lines
- Scaling up Business profitably
- Team Building and Mentorship

Professional Highlights:

- **Leading Transformational Change:** Spearheaded new revenue growth segments like Connected Cars and Money Transfer (Mpesa), resulting in a significant increase in topline and profitability by revising business models and exiting unviable segments.
- **Merging and Consolidating Operations:** Championed the merger and consolidation of operations between BPL, Hutchison, and Vodafone Idea, ensuring seamless integration and operational efficiency.
- **Building High-Performance Teams:** Instrumental in identifying and nurturing talent, many of whom have advanced to leadership roles.

Leadership History:

- **Orkla India**
 - **CEO -Eastern Domestic Business (Nov'23- Present)**
- **Vodafone Idea Ltd., Pan India (Sep 2001–Oct.2023):**
 - **Operations Director – Southern Region (Jan 2022–Oct.2023):** Managing INR 90 billion revenue, 50 million subscribers, and a team of 1,500 FTEs. Responsible for operation strategy, market share growth, and team mentorship.

- **Business Head – Kerala and Tamil Nadu (2020–2021):** Led business integration, achieving revenue growth and top performance in challenging conditions.
- **Head of Business – Tamil Nadu Circle (2015–2020):** Oversaw the Vodafone-Idea merger, launched IoT connected car projects, and achieved significant revenue and performance milestones.
- **Business Head – Kerala Circle (2012–2015):** Achieved a 14% revenue growth and significantly increased data services contribution.
- **Business Head – Andhra Pradesh Circle (2008–2012):** Improved network operations, exited unviable businesses, and introduced innovative channel schemes.
- **Senior Vice President – Sales and Marketing Operations, Tamil Nadu (2006–2008):** Achieved six-fold revenue growth and substantial subscriber base expansion.
- **Vice President – Sales and Marketing, Kolkata and West Bengal (2001–2006):** Led brand and launched business operations, establishing strong market presence and achieving high operational standards.
- **Blow Plast Ltd., South, East, and West India (Dec 1988–Sep 2001):** Gained early career experience in diverse regional markets.

Education:

- MBA in Marketing, Annamalai University, Tamil Nadu, 1987
- B.Com., University of Madras, Chennai, Tamil Nadu, 1985

Professional Training/Certifications:

- Business Strategy and Managing for Value, ISB Hyderabad
- Leadership Development Series, IIM Ahmedabad
- Certified Workplace Coach, Neuro Leadership Institute

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

J. Srinivasan
Company Secretary

Place: Chennai

Date: December 13, 2024