

Ref: SEC:JS:

March 1, 2013

- 1) Madras Stock Exchange
Exchange Building
Post Box No.183
11, Second Line Beach Road,
Chennai – 600 001
- 2) B S E Limited
Floor 1, 'Phiroze JeeJeebhoy Towers'
Dalal Street
Mumbai - 400 001
- 3) The Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (E)
MUMBAI – 400 051

Dear Sirs,

We hereby by inform you that the members of the Company will consider to approve by way of Postal Ballot the following Resolutions:

1. To change the name of the company under section 21 of the Companies Act, 1956.
2. To alter the Main Objects under Clause II I(A) of the Memorandum of Association of the Company by insertion of the sub-clauses (6),(7),(8) after clause no. III (A) 5.

Please acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **NIPPO BATTERIES CO. LTD.**


J. SRINIVASAN
COMPANY SECRETARY

Encl: As above

NIPPO BATTERIES CO. LTD

Regd. Office:77, Nungambakkam High Road, 4th Floor, Chennai 600 034.

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

Serial No.

1. Name(s) of Member(s) including
Joint-holders, if any :
(in block letters)

2. Registered Address of the Sole/First named member:

3. Registered Folio No. / DP ID No. / Client ID No.* :
(* Applicable to member(s) holding
shares in demat form)

4. No. of Shares held :

I / We hereby exercise my/our vote in respect of the special resolutions to be passed through Postal Ballot for the business stated in the notice of the company by sending my/our assent or dissent to the said resolution by placing tick mark (✓) at the appropriate box below:

Item No.	Brief Particulars of the Item	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Change in name of the Company from Nippo Batteries Co. Limited to Indo - National Limited pursuant to Section 21 of the Companies Act, 1956.			
2.	Change in object clause of the Company pursuant to Section 17 of the Companies Act, 1956.			

Place:

Date:

(Signature of the Member)

NOTE: Please read the instruction carefully before exercising your vote.

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by postal ballot should complete this Postal Ballot Form (in original as no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed, postage pre-paid envelope.

However, envelopes containing postal ballot form, if sent by courier / registered post to the address of the Scrutinizer at the expense of the Member, will also be accepted.
2. The consent of the Member must be accorded by recording the **assent** in the column '**FOR**' and **dissent** in the column '**AGAINST**' by placing in a tick mark in the appropriate column. The assent or dissent received in any other manner shall not be considered valid.
3. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Bank's share department/ Depository Participant) by the first named Member and in his/her absence, by the next named Member.
4. The right of voting by Postal Ballot shall not be exercised by a Proxy.
5. An unsigned or incorrect Postal Ballot Form will be rejected.
6. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the representative of the President of India or from the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot.
7. The postage pre-paid self-addressed envelope bears the **name of the Scrutinizer** appointed by the Board of Directors of the Company. The duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on **01.04.2013**. Postal Ballot Forms received after this date shall be strictly treated as if the reply from the Member has not been received.
8. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
9. Voting Rights shall be reckoned on the paid up value of shares registered in the name of Members as on date of dispatch of notice.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed Postal Ballot Form should reach the Scrutinizer not later than the date and time specified herein above.
11. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope, other than those elucidated in point number 6. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

NIPPO BATTERIES CO. LTD

Regd. Office:77, Nungambakkam High Road, 4th Floor, Chennai 600 034.

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Date: 20.02.2013

Dear Member(s)

As per Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the Shareholders under Section 21 and 17 of the Companies Act, 1956 is to be obtained by means of postal ballot. Accordingly, notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 seeking the consent of its Members in respect of the business(s) mentioned in draft resolutions:

Accordingly, we are appending the Postal Ballot Form and the draft Resolutions along with the Explanatory Statements pertaining to the said Resolutions explaining in detail the material facts, for your consideration.

The Company has appointed Mr. M. Damodaran of M/s. Damodaran & Associates, Company Secretaries, Chennai as Scrutinizer to scrutinize the Postal Ballots in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman and the result of postal ballot will be announced by the Chairman on 03.04.2013 at 5.00 P.M. at the Registered office of the Company

You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutiniser before the closing of working hours on 01.04.2013 Please note that any postal ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots.

The results will be announced by the Chairman of the Company on 03.04.2013 at 5.00 P.M at the Registered Office of the Company at 77 , Nungambakkam High Road, 4th Floor, Chennai-600034. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website www.nippobatteries.com besides communication to the Stock Exchanges where the Company's shares are listed.

The date of declaration of the results of the postal ballot i.e. 03.04.2013 will be taken to be the date of passing of the Special Resolutions.

Members may please note that a resolution will be deemed to have been passed as special resolution if the votes cast in favour are at least three times than the votes cast against and in case of ordinary resolution the votes cast in favour should be more than the votes cast against and would be deemed to have been passed at a General Meeting referred to above.

All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days up to the date of declaration of the results of Postal Ballot.

The Members are requested to consider and if thought fit, to give assent / dissent to the attached resolution as a SPECIAL RESOLUTION.

1. CHANGE OF NAME OF THE COMPANY

RESOLUTION REQUIRING CONSENT OF THE MEMBERS THROUGH POSTAL BALLOT:

“RESOLVED THAT pursuant to the provisions of Section 21 and any applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, the name of the Company be changed from " NIPPO BATTERIES CO. LIMITED " to " INDO-NATIONAL LIMITED " and accordingly the name " NIPPO BATTERIES CO. LIMITED " wherever it occurs in the Memorandum and Articles of the Association of the Company be substituted by the name " INDO-NATIONAL LIMITED”.

“RESOLVED FURTHER THAT Mr. J. SRINIVASAN, Company Secretary of the Company be and is hereby authorised to file necessary forms/returns with ROC and do all other acts/things in connection therewith to give effect to the above resolution.”

2. CHANGE IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY RESOLUTION REQUIRING CONSENT OF THE MEMBERS THROUGH POSTAL BALLOT:

“Resolved that pursuant to sec 17 of the Companies Act, 1956 and other applicable provisions, if any and subject to the approval of Registrar of Companies, Chennai, Tamilnadu, Clause III (A) (6) (7) and (8) of the Memorandum of Association of the Company be and is hereby inserted after the existing Clause III (A) (5) as hereunder:

(6) To design, produce, manufacture, install, maintain, repair, purchase, buy, sell, import, export or otherwise deal in all types and descriptions of lighting products including Incandescent lamp, Lantern, CFL(compact florescent lamp) and its fixtures, Tube lights, LED Lantern, LEDbulbs, LEDlamps, LEDlights and its fixtures, Solar products including Solar Lantern and Solar light.

(7) To design, produce, manufacture, install, maintain, repair, purchase, buy, sell, import, export or otherwise deal in all types and descriptions of UPS, Inverters, Electrical Meters, Smart Cards, Rechargeable fans, Chargers including mobile / note pad and other electronic /electric chargers, Mobile Accessories, Electrical products including Switches, Chokes, Patties etc.,

(8) To provide, promote, engage, develop, create, design, maintain, assist, establish, manage, market, import, export, buy, sell, manufacturing, assembling, altering, improving, dealing and carry on the business of all types and description of areas relating to defence, civil and aerospace including Aero Structures - Metals, Electrical System (wiring harness), Hydraulic Components, Avionics (electronic and information systems) and Maintenance Repair and Overhaul (MRO) to various airlines.

“FURTHER RESOLVED THAT, Mr. J. SRINIVASAN, Company Secretary of the Company be and is hereby authorised to accept such changes, correction, or modification, as may be proposed by the Registrar of Companies, Chennai, Tamilnadu, while according approval to the alteration of the above said Clause in the Main Objects of the Memorandum of Association of the Company and also Re – number the main objects as may be necessary”.

By Order of the Board,
For Nippo Batteries Co.Ltd

Place: Chennai
Date: 20.02.2013

Company Secretary

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item-1 and 2

The Company has been carrying on its business since inception in the name of Indo - National Limited (INL) and has established a standing in the market for its products under Brand Name "Nippo".

In the year 2005 the name of the Company has been changed to "Nippo Batteries Co.Ltd.

The Company desires to use its earlier Name "Indo-National Limited" to bring back familiarity of the use of "Indo-National Limited" with abbreviation "INL" and also extending the objects by specifically including lighting and other products so as to increase the product range and also to increase the Turnover of the Company.

As the aforesaid transaction amounts to change in name and objects of the Company and in terms of section 21 and 17 of the Companies Act, 1956 require shareholders approval. Hence your approval is being sought under the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 through special resolutions as set out in the notice to be passed through postal ballot.

The Board of Directors consider that it would be in the best interest of the Company.

Accordingly, in terms of Section 192A of the Companies Act, 1956, approval of the members is being sought through Postal Ballot for passing the Special Resolution as set out in the Notice.

None of the Directors is concerned or interested in this Resolution except as shareholders of the Company.

Notes.

- 1) Shareholders who wish to be present at the time of the declaration of the result may do so.
- 2) Only a shareholder entitle to vote is entitle to exercise his vote through postal ballot and a shareholder having no voting rights should treat this notice as a intimation only.