

INDO- NATIONAL LIMITED

CIN: L31909TN1972PLC006196

Registered office: No. 609, Mount Road, Lakshmi Bhawan, IVth Floor, Chennai – 600 006

W: www.nippobatteries.com E: jsrinivasan@nippobatteries.com T: 044-28272711

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, (the 'Rules'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the resolution appended below is proposed to be passed by the Members of the Company through postal ballot or voting through electronic means (e-voting) pursuant to Section 108 of the Act read with Rule 20 of the Rules or any amendment or re-enactment thereof and pursuant to Regulation 44 of the Listing Regulation as amended.

The Company is desirous of seeking your consent to the proposal contained in the below mentioned Resolutions. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this Postal Ballot notice along with a Postal Ballot form.

The Board has appointed Mr. M. Damodaran, Practising Company Secretary, (ICSI Membership No. F5837) Managing Partner of M Damodaran & Associates LLP as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Board of Directors, vide their Board Meeting dated 4th November, 2019, have appointed Mr. M. Damodaran, Practising Company Secretary (CP No. 5081), Managing Partner, M/s. M Damodaran & Associates LLP, Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Thursday the 12th December, 2019 and communicated to the stock exchanges, and shall also be displayed on the Notice Board of registered office of the Company and on the Company's website, www.nippobatteries.com.

RESOLUTION

1. Alteration of Objects Clause in the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed there under, as amended from time to time, and subject to the approval of the Registrar of Companies, Chennai, Tamilnadu ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following new sub-clauses under Part - A of Clause III, after the existing sub-clause 25 and the remaining sub-clauses be re-numbered accordingly:

26. To carry on business as manufacturers, dealers, importers, exporters, stockists or distributors, pack, replace, develop, refine, or otherwise deal in all types of razors, safety razors, blades, shaving sets, lotions, creams, soaps, soap-sticks or other materials and utilities talcum powders, face powders, baby powders, prickly heat powders, face creams, face foundations, skin powders, tooth powders, tooth paste, tooth brushes, hair dyes, pigments, shaving soaps, shaving creams, shaving brushes, blades, razors, eyeliners, eye shadows, mascaras, nail polishes" nail enamel, nail polish removers, nail hardeners, lips sticks, lip gloss, blush on, eyelash curlers, perfumes, hair spray, shampoos,

conditioners, after shaving lotion, after shave soaps, medicated soaps, lather soaps, moisturizing soaps, moisturizing creams, abrasives, cleansing milk creams, adhesives, elastic bond ages, combination thereof, quill pens, tooth picks, brushes, toilet requisites, sanitary napkins, sanitary pads, hair removers, waxes, sprays, hair oils, hair creams, tissue papers (kerchiefs) and other cosmetics.

27. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.”

“**RESOLVED FURTHER THAT** any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clauses of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

For and on behalf of the Board of Directors
For **Indo National Ltd**

J. Srinivasan

Company Secretary

Place: Chennai

Date: 4th November, 2019

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Your company has been involved in the business of manufacturing Batteries and Trading in Torches, LED bulbs and Tube lights, Mosquito Bats and Electrical products. As part of expansion plan, the Board of Directors felt that it is desirable and necessary to do the business of those fast moving consumer goods (FMCG) products that would be profitable for the Company as part of long term plan. For this purpose, the Object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of FMCG products. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

Accordingly it is proposed, by virtue of section 12 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, to seek an approval of the members by way of special resolution through postal ballot.

The Board of Directors recommends passing of a Special resolution as set out at Item No.1 of this Notice, for the approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The above resolution does not affect any other Company.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board of Directors
For **Indo National Ltd**

J. Srinivasan

Company Secretary

Place: Chennai

Date: 4th November, 2019

Notes:

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Wednesday, 6th November, 2019. A person who is not a Member on Wednesday, 6th November, 2019 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. Members cannot exercise votes by proxy on Postal Ballot.
4. The Board has appointed Mr. M. Damodaran, Practicing Company Secretary, (ICSI Membership No. F5837) Managing Partner of M Damodaran & Associates LLP as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolution electronically. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot too and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid. Central Depository Services (India) Limited (CDSL) will be facilitating e-voting to enable the Members to cast their votes electronically.
6. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (FOR) or dissent (AGAINST) and signed should be returned in the enclosed self-addressed postage prepaid reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5:00 pm on 11th December, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman of the Board or any person authorised by him after completion of the scrutiny on or before 12th December, 2019 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before 12th December, 2019 at the Registered Office of the Company at No. 609, Mount Road, Lakshmi Bhawan, IVth Floor, Chennai – 600 006, Tamilnadu. The results of postal ballot will also be displayed on Notice Board of the Registered Office of the Company and on the Company's website www.nippobatteries.com besides being communicated to the Stock Exchanges on the said date.
7. The resolution shall be taken as passed effectively on the date of declaration of the result.
8. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s).
For Members who request for physical copies and for those who have not registered their e-mail addresses, physical copies of the same are being sent through the permitted mode.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on 6th November, 2019. Members can vote for their entire voting rights as per their discretion.
10. Member(s) can cast their vote electronically from 10:00 A.M. on 12th November, 2019 to 5:00 P.M. on 11th December, 2019. The e-voting module shall be disabled by CDSL for voting thereafter.
11. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, between 11:00 A.M. and 1:00 P.M. up to 11th December, 2019
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

14. Members are requested to notify the change in the address, if any, in case of shares held in the electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

INSTRUCTIONS FOR VOTING BY:

(A) PHYSICAL POSTAL BALLOT FORM

1. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. The duly completed and signed Postal Ballot Form, in the enclosed self-addressed Business Reply Envelope, should reach the Scrutinizer not later than 5.00 p.m. (IST) on 11th December, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Members are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the normal business hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.
9. Members who wish to seek a duplicate Ballot Form may approach M/s. Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai - 600 002 or contact 044-28460390, or can send mail to cameo@cameoindia.com or download from CDSL's website www.evoting.cdsl.com or Company's Website (www.nippobatteries.com) under 'Investors'.
10. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
11. A postal ballot form shall be considered invalid if:
 - (a) A form other than one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;

- (e) Neither assent nor dissent is mentioned;
- (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (g) The envelope containing the postal ballot form is received after the last date prescribed;
- (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (i) It is received from a Member who is in arrears of payment of calls;
- (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

A postal ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

(B) INSTRUCTIONS FOR E-VOTING

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, the Company is pleased to offer the members an e-voting facility as an alternative mode of voting which will enable them to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

The instructions for shareholders for voting electronically are as under:

- (i) The e-voting period begins on 12th November, 2019 at 10.00 a.m. (IST) and ends on 11th December, 2019 at 05.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 6th November, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
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"> - Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Dividend Bank Details or Date of Birth (DOB)	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.
	- 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 (iv) above.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members 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.
- (x) For Members holding shares in physical form the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN of “INDO- NATIONAL LIMITED” on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
 - o Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - o 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.
 - o The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - o 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.

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 Mr. M. Damodaran at KJR@mdassociates.co.in with a copy marked to www.evotingindia.com.
2. 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 help section of www.evotingindia.com or call on toll free no.: 1800-225-533 or send a request at evoting@cdslindia.com.

INDO- NATIONAL LIMITED

CIN: L31909TN1972PLC006196

Registered office: No. 609, Mount Road, Lakshmi Bhawan, IVth Floor, Chennai – 600 006

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POSTAL BALLOT FORM

Postal Ballot No: _____

1. Name and Registered address of the :
Sole/ First Joint Member
(IN BLOCK LETTERS)

2. Name(s)of Joint Member(s), if any :
(IN BLOCK LETTERS)

3. Registered Folio No./DP ID No.*/ Client ID :
No.>(*Applicable to Members holding share(s)
in dematerialized form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 4th November, 2019 of INDO- NATIONAL LIMITED (the “Company”) by sending my/our Assent(For) or Dissent(Against) to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Special Business	Resolution Type	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Alteration of Objects Clause in the Memorandum of Association of the Company	Special Resolution		

Place: _____

Date: _____

Signature of the Sole/First Joint Holder _____

ELECTRONIC VOTING PARTICULARS		
EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN

Commencement of E-voting	End of E-voting
12 th November, 2019 at 10.00 a.m (IST)	11 th December, 2019 at 5.00 p.m (IST)

Note:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last date of receipt of Postal Ballot forms by the Scrutinizer is 11th December, 2019.