Ref: SEC/JS/

September 4, 2026

B S E Limited
1st Floor, New Trading Ring,
Rotunda Bldg., P.J.Towers'
Dalal Street, Mumbai - 400 001
Scrip Code: 504058

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1, G
Block, Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
NSE Symbol: NIPPOBATRY

Dear Sir/Madam,

**Sub: Notice convening the 53rd Annual General Meeting ("AGM") for FY 2025-26.**

The 53rd Annual General Meeting ("AGM") of the Company is scheduled to be held on Monday, September 28, 2026 at 03.00 P.M ("IST") through Video Conferencing / Other Audio Visual Means ("VC/OAVM"), in accordance with the relevant circulars issued by Ministry of Corporate Affairs("MCA") and Securities and Exchange Board of India ("SEBI"). We herewith submit the Notice of the 53rd AGM for your reference.

The Notice is available on the website of the Company viz., https://admin.nippo.in/uploads/Annual_Report_2026_05fdb60bf1.pdf

We request you to take the above information on record.

Thanking you.
Yours faithfully,
For **Indo National Limited,**

J SRINIVASAN
Digitally signed by J SRINIVASAN
Date: 2026.09.04 12:25:02 +05'30'

**J. Srinivasan**
**Company Secretary**

*Encl: As above*

## NOTICE :

NOTICE is hereby given that the FIFTY THIRD (53rd) ANNUAL GENERAL MEETING ("AGM") of the members of INDO-NATIONAL LTD will be held on Monday the 28th day of September, 2026 at 3.00 p.m (IST) through Video conferencing ("VC")/ other Audio Visual Means ("OVAM") to transact the following business:

## ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the Board's Report, Audited Standalone Balance Sheet of the Company as at March 31, 2026 and the statement of Profit and Loss for the year ended that date together with the reports of the Auditors thereon.

   (b) To receive, consider and adopt the Audited Consolidated financial Statements of the Company for the Financial Year ended March 31, 2026 together with the report of the Auditors thereon.

2. To declare a Dividend at the rate of Rs.3.75 per equity share (75% of face value of Rs.5/- each fully paid up) for the Financial Year 2025-26.

3. To appoint a Director in the place of Ms. Suneeta Reddy (DIN No.00001873) who retires by rotation under Article 147 of the Articles of Association of the Company and as per applicable provisions of the Companies Act 2013, and who, being eligible offers herself for re-appointment.

## SPECIAL BUSINESS:

4. Approval of the Remuneration payable to the Cost Auditor for the Financial Year 2026-27.

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

   "Resolved that pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modifications or re- enactments thereof, for the time being in force) M/s. B. Thulasiram & Co., Cost Accountant, Chennai (Firm Registration No. 003539), appointed by the Board of Directors of the Company on the recommendations of the Audit Committee be paid the remuneration of Rs.1,00,000/- plus out of pocket expense to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027.

   Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary proper or expedient to give effect to this resolution."

5. Payment of Commission/Remuneration to Non-Executive Independent Directors:

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

   "Resolved that pursuant to the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, and Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be required, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded by way of a Special Resolution for payment of remuneration by way of profit-related commission to the Non-Executive Independent Directors of the Company, for each of the financial years commencing from and including the financial year 2025-26 and ending with the financial year 2027-28, of such amount as may be determined by the Board of Directors from time to time, provided that the aggregate amount payable to all the Non-Executive Independent Directors in respect of any financial year shall not exceed 1% (one per cent) of the net profits of the Company computed in accordance with Section 198 of the Act or Rs.5,00,000/- (Rupees Five Lakh only), whichever is higher, subject to the applicable provisions of the Act and the SEBI LODR Regulations.

   RESOLVED FURTHER THAT in the event the Company has no profits or its profits are inadequate in any financial year, the remuneration payable to the Non-Executive Independent Directors pursuant to this resolution shall be subject to, and shall be within, the limits and conditions prescribed under Section 197(3) read with Schedule V to the Act, as amended from time to time.

Resolved further that the aforesaid remuneration/ commission shall be distributed amongst the Non-Executive Independent Directors in such manner and in such proportion as may be determined by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, subject to the overall limits approved by the Members and the applicable provisions of the Act, Schedule V and the SEBI LODR Regulations.

Resolved further that the remuneration/ commission payable pursuant to this resolution shall be in addition to the sitting fees payable to the Non-Executive Independent Directors for attending meetings of the Board of Directors or Committees thereof and reimbursement of expenses incurred by them for participation in such meetings, in accordance with the applicable provisions of law.

Resolved further that the Board of Directors of the Company be and is hereby authorised to determine the actual amount of remuneration/ commission payable to each Non-Executive Independent Director for each financial year, subject to the limits and conditions approved by the Members and the applicable provisions of the Act, Schedule V and the SEBI LODR Regulations.

Resolved further that the Board of Directors and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For Indo National Ltd

Place : Chennai
Date : 14th August, 2026

J. Srinivasan
Company Secretary

**NOTES:**

1. Pursuant to the General Circular numbers 20/ 2020, 14/2020, 17/2020, 02/2021 and 02/2022, 09/2023, 09/2024 and the latest Circular No.03/2025 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the Annual General Meeting of the Company is being held through VC. The deemed venue of the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement as per the provisions of section 102 of the Companies Act, 2013 in respect of the items of the Special Business as set out above is annexed.
3. As this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2026 to 28th September, 2026 (Both days inclusive).
5. Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed Mr. M.Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries as Scrutinizer. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during

the AGM. The instructions for remote e-voting and e-voting at AGM are annexed to the Notice

**CDSL e-Voting System – For e-voting and Joining Virtual meetings:**

1. In continuation of this Ministry's general circular No. 20/2020 dated May 5, 2020, general circular No. 02/2022 dated May 5, 2022, general circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 has allowed companies to conduct their AGMs through VC or OAVM. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022, general circular dated December 28, 2022, General circular dated September 25, 2023, General circular dated September 19, 2024 and General Circular dated September 22, 2025, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (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 as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.nippo.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

(i) The voting period begins on 25th September, 2026 at 9.00 a.m (IST) and ends on 27th September, 2026 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 21st September, 2026 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.

(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 and joining virtual meetings 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 **NSDL** | 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 authenti-cation. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.<br>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 i.e. CDSL/NSDL/ KARVY/LINKIN TIME, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration.<br>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 or click on https://evoting.cdslindia.com/Evoting/Evoting Log in The system will authenticate the user by sending OTP on registered |

| Type of Shareholders | Login Method |
|---|---|
| | 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. |
| Individual shareholders holding securities in Demat mode with **CDSL** | 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.nsdl.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 or joining virtual meeting & voting during the meeting.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at |

| Type of Shareholders | Login Method |
|---|---|
| Individual shareholders holding securities in Demat mode with **CDSL** | https://eservices. nsdl.com/SecureWeb/Ideas DirectReg.jsp<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | 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 |

| Type of Shareholders | Login Method |
|---|---|
| | service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**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

| Login type | Helpdesk details |
|---|---|
| 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 Tollfree 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 toll free no.: 022-48867000 and 022-24997000. |

(v) Login method for e-Voting and joining virtual meetings 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 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>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) | 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.<br>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)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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; jsrinivasan@nippo.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may

register themselves as a speaker by sending their requesting advance atleast five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance five days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 210 9911.

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 on 1800 210 9911

**GENERAL INSTRUCTIONS:**

4. The Company has appointed Mr. M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries as Scrutinizer, to scrutinize the process of Remote e-voting and E-voting during the AGM in a fair and transparent manner.
5. The Scrutinizer after the completion of scrutiny will submit his report to the Chairman or a person authorized by him in writing, who shall counter sign the same and announce the results of voting, within two working days of conclusion of the meeting.
6. The results declared along with the Scrutinizer's Report will be placed on the Company's website www.nippo.in, website of CDSL and the same shall also be communicated to BSE Ltd., (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com)
7. The Dividend upon its declaration at the meeting will be paid to those members, whose names stand in the Register of Members as on 21st September, 2026. The said dividend will be paid on 13th October, 2026. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL and CDSL for this purpose.
8. Members holding shares in electronic mode may please note that the dividend payable to them would be paid through Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participants (DPs). In absence

of availability of ECS facility, the dividend will be paid through warrants and the bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations.

9. In respect of shares held in physical form, members desirous of receiving dividends by way of direct credit to their bank accounts through ECS may authorize the Company with their ECS mandate. The Shareholders desirous of obtaining the ECS mandate may download the form from the website of the company at www.nippo.in or may write to the company secretary at the Registered Office of the Company.

10. Members holding shares in physical form are requested to notify change of address immediately to the Share Transfer Agent of the Company, M/s. Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai-600 002 for the purpose of mailing Dividend Warrants etc. As per SEBI circular, members holding shares in physical form and in case of transfer of shares means, the Transfer Deed should contain PAN of both Transferor and Transferee.

11. The shares of the company have been activated for dematerialisation with National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL) vide ISIN INE567A01028. Members wishing to dematerialise their shares may approach any Depository Participant (DP).

12. Kindly mention your Folio Number/PAN NO/ Client ID/DPID Number (in case of shares held in electronic form) in all your correspondence to Share Transfer Agents and in the case of electronic form to the Depository Participant in order to reply to your queries promptly.

13. Pursuant to Section 124 of the Companies Act, 2013, an amount of Rs.4,85,680/- remaining unclaimed out of the dividend payable for the year 2017-18 was transferred to the Investor Education and Protection Fund constituted by the Central Government on 28th November 2025.

    Pursuant to MCA notification dated 10th May 2012, IEPF (uploading of information regarding unpaid and unclaimed amount lying with companies) Rules 2012, the Company has uploaded the information in respect of the unclaimed dividend from the financial year 2017-18 onwards as on the date of Annual General Meeting held on 28th September, 2026 on the website of the IEPF and on the website of the Company.

    As per IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended from time to time, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the shareholder for 7 years, to the Demat Account of the IEPF Authority. The Company has transferred such shares in respect of which dividend for the Financial Year 2017-18, has not been claimed, to the Demat Account of the IEPF Authority. The members, whose shares and unclaimed dividend etc., have been to transfer to the fund may claim or apply for refund to the IEPF Authority in form IEPF-5. In terms of SEBI Listing Regulations, till such time claim is made, voting rights on such shares remain frozen. Since only one consolidated claim from IEPF authority is allowed in a year members are requested to file proper form with evidence to make a claim.

14. Members who hold shares in demat form are requested to notify any change in their particulars like change in address, bank particulars etc. to their respective Depository Participants.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 28th September, 2026. Members seeking to inspect such documents can send an email to jsrinivasan@nippo.in.

16. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available

for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

17. The Ministry of Corporate Affairs vide its circular dated 21st April 2011 allowed the companies to send notices, annual reports and other documents by means of e-mail to the members of the Company. Hence members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with the Company/ Registrar.

18. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to the Company's Registrar and Share Transfer Agent: Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.

19. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authority letter etc., authorising its representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting at AGM. The said Resolution/Authority letter shall be sent to the Scrutiniser by email through its registered email address to kjr@mdassociates.co.in with a copy marked to evoting@cdsl.co.in

20. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. A letter is also being sent to the shareholders whose email addresses are not registered, stating the web-link where the Annual Report is uploaded on website. The Company shall send the physical copy of the Annual Report for FY 2025-26 only to those Members who specifically request for the same at jsrinivasan@nippo.in mentioning their Folio numbers/DP ID and Client ID. Members may note that the Notice and Annual Report for the year 2025-26 will also be available on the Company's website https://www.nippo.in/investor, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evoting.cdsl.com.

21. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

22. Members may note that the Income Tax Act, 1961, ('the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members and the Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs.10,000/-. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act,1961 and amendments thereof. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

| | |
|---|---|
| Members having valid PAN | 10% or as notified by the Government of India |
| Members not having PAN / valid PAN | 20% as per Section 206AA |

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form 15G/ Form 15H subject to conditions specified in the IT Act. Resident shareholders may also submit a lower/ Nil deduction certificate obtained from the respective jurisdictional tax officer u/s 197 of the IT Act, to claim a lower/ Nil TDS. Shareholders are requested to note that in case their PAN is not registered and not linked with Aadhar, tax will be deducted at a higher rate of 20%.

For non-resident shareholders, taxes are required to be withheld in accordance with the provision of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if treaty provisions are more beneficial to them.

For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

Copy of the PAN card allotted by the Indian Income Tax Authorities, Copy of Tax Residency Certificate (TRC) for the FY 2025-26 obtained from the tax authorities of the country of tax residence, duly attested by member, Self-declaration in Form 10F, Self-declaraton by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty, Self-declaration of beneficial ownership by the non-resident shareholder, Lower tax deduction certificate obtained from the respective jurisdictional tax officer u/s. 197 wrt. Section 195 of the IT Act.

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

To cater to the needs, Cameo has developed a web module (Url for the said module https:// investors. cameoindia.com/) wherein the shareholders can log in and register his email id and mobile number against the folio number in which they hold the shares. This module also enables the shareholders to submit the Form 15G/15H by means of upload of scanned copy of the same. Registrar would be receiving these inputs /images backend and validate the same to or reject the same on account of any technical reasons.

It may be further noted that in case the tax on said dividend is deducted at a higher rate, in the absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

In terms of SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, dividend shall be paid only through electronic mode with effect from 01.04.2024, with respect to shares held in physical mode for which PAN and complete KYC details i.e., Postal address with PIN, Mobile Number, Bank details and Specimen Signature are furnished.

Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on website of the Company at www.nippo.in in case of holdings in physical form.

23. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in the notice.
24. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

## EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE FIFTY SECOND ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

### ITEM NO.4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company shall appoint an individual/ firm of cost accountant(s) in practice as Cost Auditor of the Company on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the members.

On recommendation of the Audit Committee, the Board has considered and approved appointment of M/s. B. Thulasiram & Co., Cost accountant (Firm Registration No.003539), for the conduct of the Cost Audit of the Company at a remuneration of Rs.1,00,000/- and reimbursement of actual travel and out-of- pocket expenses for the Financial Year ending on March 31, 2027.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board of Directors of the Company recommends the Ordinary Resolution set out at Item No.4 of the accompanying Notice for approval and ratification by the members of the Company in terms of Section 148 of the Companies Act, 2013.

### ITEM NO.5

The Non-Executive Independent Directors devote considerable time and attention to the affairs and business of the Company, and the Company benefits from their expertise, experience, guidance, independent perspective and mature advice. Considering their roles, responsibilities and contribution towards the governance and affairs of the Company, it is considered appropriate to pay suitable remuneration by way of commission, in addition to the sitting fees payable to them for attending meetings of the Board and/or its Committees.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, at its meeting held on August 14, 2026, subject to the approval of the Members, approved the payment of remuneration by way of profit-related commission to the Non-Executive Independent Directors for each of the three financial years commencing from and including FY 2025-26 and ending with FY 2027-28, in the manner and subject to the limits set out in the resolution at Item No. 5 of this Notice.

The approval of the Members is also being sought in respect of the payment of commission for FY 2025-26, considering the contribution, guidance and services rendered by the Non-Executive Independent Directors during the said financial year. The remuneration/commission for FY 2025-26, as well as for the subsequent financial years covered under the proposed approval, shall be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and shall be subject to the limits and conditions specified in the proposed resolution and the applicable provisions of law.

The aggregate amount payable to all the Non-Executive Independent Directors by way of commission in respect of any financial year shall not exceed 1% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 ("the Act") or Rs.5,00,000/- (Rupees Five Lakh only), whichever is higher, subject to the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

In the event that the Company has no profits or its profits are inadequate in any financial year, including FY 2025-26, the remuneration payable to the Non-Executive Independent Directors pursuant to the proposed resolution shall be subject to and within the limits and conditions prescribed under Section 197(3) read with Schedule V to the Act and the rules made thereunder, as amended from time to time.

The remuneration by way of commission shall be in addition to the sitting fees payable to the Non-Executive Independent Directors for attending meetings of the Board and/or its Committees and reimbursement of expenses incurred by them for participation in such meetings, in accordance with the applicable provisions of law.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of this Notice for approval of the Members.

All the Non-Executive Independent Directors of the Company are concerned or interested in the resolution to the extent of the remuneration/commission that may be payable to them pursuant to the proposed resolution.

Save and except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
For Indo National Ltd

Place : Chennai
Date : 14th August, 2026

J. Srinivasan
Company Secretary

## DISCLOSURE PURSUANT TO SCHEDULE V, PART II OF THE COMPANIES ACT, 2013:

### I. General Information:

(1) Nature of Industry : Manufacturing and sale of primary dry cell batteries, sale of Alkaline batteries, Torches and lighting products, mosquito bats, electrical products, Dorco brand razors and blades and other FMCG products.

(2) Date or expected date of commencement of commercial production: Indo National Ltd's Battery Plant was commissioned in the year 1973.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable.

(4) Financial Performance based on given indicators :

| | | |
|---|---|---|
| For the year ended 31st March 2026 | : | Rs.in Lakhs |
| Profit Before Tax | : | (996.71) |
| Net Worth (excluding revaluation reserve) | : | 21,210.24 |
| Book value per share of Rs.5/- each | : | 282.80 |

(5) Foreign Investment : FIIs – 0.0013%

Foreign Collaboration : None

### II. Other Information

**(1) Reasons for inadequate profits:**

The Company had made a Loss before tax of (Rs.996.71) Lakhs for the financial year 2025-26 as against the profit of Rs. Rs.106.39 lakhs for the financial year 2024-25. The reason for drop in profit due to steep rise in Raw Material cost, conversion of battery operated torches to Rechargeable batteries and change in sales volume mix etc.,

**(2) Steps taken for Improvement:**

Adequate steps have been taken to recover the profit in coming years.

**(3) Expected increase in profit in measurable terms:**

During 2026-27, Q1 results showed considerable recovery in demand and business results and remaining quarters also expected to show further progressive recovery of demand and underlying business results.

### III. Disclosures:

(1) Disclosures on remuneration package and other terms of Directors under 'Corporate Governance'Report:

The Corporate Governance Report forms a part of the Annual Report for the year and the remuneration package and other terms applicable to the Directors have been disclosed therein.

The Company has not made any default in repayment of dues to any bank or any other unsecured creditors.

By Order of the Board
For Indo National Ltd

Place : Chennai
Date : 14th August, 2026

J. Srinivasan
Company Secretary

## ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED FOR THE ITEM NO.3 AS PER REGULATION 36(3) OF SEBI LODR 2015 AND AS PER CLAUSES OF SS 2

| Sl.No. | Name of the Appointee | Mrs. Suneeta Reddy (DIN: 00001873) |
|---|---|---|
| 1. | Age | 67 Yrs |
| 2. | Qualification | Bachelor of Arts degree from Stella Maris College, Chennai, and a Diploma in Financial Management from the Institute of Financial Management and Research, Chennai. She is also an alumnus of the Owner/President Management Program at Harvard Business School, Boston, USA. |
| 3. | Experience | 31 years of experience |
| 4. | Expertise in specific functional area | Healthcare services |
| 5. | Shareholding in the company | 119160 |
| 6. | Date of First Appointment on the Board | 06.06.2025 |
| 7. | Relationship with other Directors and KMP | Wife of Mr. P. Dwaraknath Reddy, Managing Director of the Company and Mother of Mr. P. Aditya Reddy, Joint Managing Director of the Company |
| 8. | Other Directorship | 1) Nestle India Limited<br>2) Urlife Lifestyle Wellness Limited<br>3) Helios Holdings Private Limited<br>4) Chennai International Centre<br>5) Sindoori Management Solutions Private Limited<br>6) Apollo Hospitals North Limited<br>7) Apollomedics International Lifesciences Limited<br>8) Garuda Energy Private Limited<br>9) Apollo Multispeciality Hospitals Limited<br>10) Indraprastha Medical Corporation Limited<br>11) PHD Chamber Of Commerce and Industry<br>12) Apollo Hospitals Enterprise Limited<br>13) Helios Strategic Systems Limited (Amalgamated)<br>14) Apollo Hospitals (UK) Limited |
| 9. | Chairman/Member of the Committees of the Board of Directors of the Company | Nil |
| 10. | Membership/ Chairmanship of Committees of other Boards | **Apollo Hospitals Enterprise Limited:**<br>1. Stakeholders Relationship Committee - Member<br>2. Risk Management Committee - Chairperson<br>3. Corporate Social Responsibility Committee - Member<br>4. Investment Committee - Member<br>**Indraprastha Medical Corporation Limited**<br>1. Audit Committee-Member<br>2. Risk Management Committee - Member |

## ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED FOR THE ITEM NOS. 3 AS PER REGULATION 36(3) OF SEBI LODR 2015 AND AS PER CLAUSES OF SS 2 (CONTD.)

| Sl.No. | Name of the Appointee | Mrs. Suneeta Reddy (DIN: 00001873) |
|---|---|---|
| | Membership/ Chairmanship of Committees of other Boards (Contd.) | **Nestle India Limited**<br>1. Risk Management Committee - Member<br>2. Corporate Social Responsibility Committee - Chairperson |
| 11. | No. of Board Meetings conducted during the last financial year (2025-2026) | 7 |
| 12. | No. of Board Meetings attended during the last financial year (2025-2026) | 4 |
| 13. | Terms and Conditions of appointment or re-appointment | Non-Executive Director, liable to retire by rotation |
| 14. | Remuneration last drawn | NIL |
| 15. | Remuneration proposed | NA |
| 16. | Listed entities from which the person has resigned in the past three years | 1. Apollo Sindoori Hotels Limited- 26.09.2024<br>2. Apeejay Surrendra Park Hotels Limited- 23.12.2022 |

By Order of the Board
For Indo National Ltd

Place : Chennai
Date : 14th August, 2026

J. Srinivasan
Company Secretary