



India Nippon Electricals Ltd

REGD. OFFICE

11 & 13, Patullos Road, Chennai – 600 002

Tel : +91 44 28460073, **Email :** inelcorp@inel.co.in

CIN : L31901TN1984PLC011021

INEL/SE/2026-27/12

July 08, 2026

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No.C1,
G Block, Bandra - Kurla Complex,
Bandra (E), Mumbai 400 051.

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.

Scrip Code: INDNIPPON

Scrip Code: 532240

Dear Sir/Madam,

Subject: Notice of 41st Annual General Meeting and Annual Report - FY 2025-26

The 41st Annual General Meeting (“AGM”) of the Company will be held on Thursday, 30th July, 2026 at 10:00 A.M. IST through Video Conferencing/Other Audio-Visual Means.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 41st AGM and the Annual Report of the Company, including the Business Responsibility and Sustainability Report, for the financial year 2025-26 which is being sent through electronic mode to all those members of the Company whose email addresses are registered with the Company and/or Depository Participant(s).

The Notice of the AGM along with the Annual Report for the financial year 2025-26 is also uploaded on the Company’s website at <https://indianippon.com/investors> and the website of Central Depository Services Limited at www.evotingindia.com.

This is for your information and record.

Yours Sincerely

For India Nippon Electricals Limited

S LOGITHA
Digitally signed
by S LOGITHA
Date: 2026.07.08
18:20:03 +05'30'

S Logitha

Company Secretary

Membership No: A29260

Encl.: as above

UNIT I – Hosur : Thalli Road, Uliveeranapalli, Hosur – 635 114, Tamil Nadu, India

Tel : +91 4347 233432 – 438

Email : inelhsr@inel.co.in,

Web : www.indianippon.com

inelmkt@inel.co.in



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 41st Annual General Meeting of the Shareholders of INDIA NIPPON ELECTRICALS LIMITED ("the Company") will be held on Thursday, 30th July 2026 at 10:00 A.M. (I.S.T.) through Video Conferencing (V.C.)/Other Audio-Visual Means (O.A.V.M.) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors, be and are hereby considered and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2026 together with the Auditors report, be and are hereby considered and adopted."

2. To confirm the Interim Dividend for the year 2025-26

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the interim dividend of ₹ 15.50 declared and paid for every equity share of face value of ₹ 5 each (dividend at the rate of 310% on the face value) on 2,26,21,424 equity shares, by the Board of Directors of the Company as per Resolution passed on 13th February 2026, absorbing a total sum of ₹ 3,506.32 Lakhs, be and is hereby noted and confirmed as the final dividend for the year ended 31st March 2026."

3. To appoint a director in place of Mr. T K Balaji (DIN: 00002010), who retires by rotation and being eligible offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152 and rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) read with Article 100 of the Articles of Association of the Company, Mr. T K Balaji (DIN:

00002010), who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. To ratify the remuneration payable to Mr. K Suryanarayanan, the Cost Auditor of the Company for the financial year ending 31st March, 2027.

To consider and if thought fit, to pass 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 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), the Members of the Company do hereby ratify the remuneration of ₹ 3,80,000/- (Rupees Three Lakhs Eighty Thousand only), plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses to Mr. K Suryanarayanan, Cost Accountant (Registration No.24946), as approved by the Board of Directors, for conducting audit of the cost records of the Company for the financial year ending 31st March, 2027."

5. Re-appointment of Ms. Gangapriya Chakraverti (DIN:00378385) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Gangapriya Chakraverti (DIN: 00378385), who was appointed as an Independent Director of the Company at the 37th Annual General Meeting of the Company held on 21st September, 2022 and who holds office of Independent Director up to 09th August, 2026 and who is eligible for being re-appointed as an Independent



NOTICE TO SHAREHOLDERS (CONTD.)

Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing her re-appointment to the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 10th August, 2026 to 09th August, 2031 (both days inclusive)."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Ms. Gangapriya Chakraverti, be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

6. **Re-appointment of Mr. Heramb Ravindra Hajarnavis (DIN: 01680435) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Heramb Ravindra Hajarnavis (DIN: 01680435), who was appointed as an Independent Director of the Company at the 37th Annual General Meeting of the Company held on 21st September, 2022 and who holds office of Independent Director up to 09th August, 2026 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his re-appointment to the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 10th August, 2026 to 09th August, 2031 (both days inclusive)."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Heramb Ravindra Hajarnavis, be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

By Order of the Board

S Logitha

Company Secretary & Compliance Officer
Membership No. A29260

Place: Chennai

Date: 28th May, 2026

Registered Office:

No.11 & 13, Patullos Road, Chennai - 600002,

Tamil Nadu, India. • Tel: 044-28460073

Email: logitha.s@inel.co.in; investors@inel.co.in

Website: www.indianippon.com

CIN: L31901TN1984PLC011021

NOTICE TO SHAREHOLDERS (CONTD.)

IMPORTANT NOTES TO SHAREHOLDERS:

- 1) The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. [General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated 05th May, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September, 2025, collectively referred to as "MCA Circulars"] and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 and other circulars issued in this regard ("SEBI Circulars") (collectively referred to as the "Circulars"), have permitted companies to conduct their Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 41st AGM of the Company is being conducted through VC/OAVM.
- 2) The Company has enabled the Members to participate and vote at the 41st AGM through VC/OAVM facility provided by Central Depository Services (India) Limited (CDSL). The instructions for participation by Members in the AGM through remote e-voting and e-voting at the AGM are given in the subsequent paragraphs.
- 3) A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically at the link mentioned therein wherever applicable. In other cases, Members seeking to inspect the documents can send an email to investors@inel.co.in.
- 4) The AGM shall be deemed to be held at the Registered office of the Company at No 11 & 13, (Old No 6 & 7), Patullos Road, Chennai – 600002 as prescribed under the Circulars.
- 5) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA & SEBI 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 this AGM and hence the Proxy Form and Attendance Slip including route map are not annexed to this Notice.
- 6) In pursuance of Section 112 and Section 113 of the Companies Act 2013, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for the purpose of attending the AGM through VC/OAVM. Institutional/Corporate Members (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, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to prabhakar@bpcorpadvisors.com with a copy marked to helpdesk.evoting@cdslindia.com.
- 7) The Company's Statutory Auditors, M/s. Deloitte, Haskins & Sells LLP Firm Registration No.: 117366W/W-100018, were appointed for a period of 5 (Five) consecutive years at the 37th (Thirty Seventh) Annual General Meeting ("AGM") of the Members held on 21st September, 2022, at a remuneration as decided by the Board of Directors of the Company.
- 8) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their DPs in case the shares are held by them in electronic form and to Cameo in case the shares are held by them in physical form.
- 9) In case of joint holders, the Member whose name appears as the first holder in the order of names as



NOTICE TO SHAREHOLDERS (CONTD.)

per the Register of Members of the Company will be entitled to vote at the AGM.

- 10) Pursuant to IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed/unpaid dividends lying with the Company on the website of the Company viz., <https://indianippon.com/investors>. The dividends remaining unpaid for a period of over 7 years shall be transferred to the Investor Education and Protection Fund of the Government of India. Hence, the Members who have not claimed their dividends relating to the earlier years may write to the Company for claiming the amount before it is transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to said fund are provided in the Corporate Governance Report.
 - 11) In accordance with Section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed/unpaid dividends lying with the Company for a period of over 7 years, to the IEPF established by the Government of India.
 - 12) In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders/their legal heirs are entitled to claim the said shares and the dividend, so transferred, from the IEPF by making an online application in Form No. IEPF-5 to the IEPF Authority.
 - 13) In compliance with the aforesaid Circulars of MCA & SEBI, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on 03rd July, 2026. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website <https://indianippon.com>, 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 viz, www.cdslindia.com. The physical copies of the Annual Report of Financial Year 2025-26 along with Notice of AGM will be dispatched to those shareholders who request for the same.
- Additionally, a letter providing the web-link to access the Notice of the 41st AGM and Annual Report is being sent to those Members whose e-mail ids are not registered with the Company/RTA or the Depositories.
- 14) In case a person becomes a Member after 03rd July, 2026, such person may write to the Company/ Cameo by e-mail at investors@inel.co.in/[investor@cameoindia.com](http://cameoindia.com) providing the e-mail address, mobile number, self-attested PAN copy along with Client Master copy (in case of electronic holding)/copy of share certificate (in case of physical holding) for getting the weblink for the Notice and the Annual Report. Procedure for participation in AGM and e-Voting are given in subsequent paragraphs. Only a member as on 23rd July, 2026 will be eligible to participate and vote on the resolutions. A person who is not a member as on the cut-off date i.e., 23rd July, 2026, should treat this Notice for information purpose only.
 - 15) The Register of Members and Share Transfer Books of the Company will remain closed from 24th July, 2026 to 30th July, 2026 (both days inclusive) for the purpose of Annual General Meeting.
 - 16) The Company is releasing a public notice by way of advertisement in newspapers in English (Business Standard) and Tamil (Hindu), containing the following information:
 - Convening of AGM through V.C./O.A.V.M. in compliance with the provisions of the Act.
 - Date and time of the A.G.M.
 - Availability of Notice of the Meeting on the website of the Company, the Stock Exchanges viz., BSE Ltd, National Stock Exchange of India Ltd where the shares of the Company are listed and at <https://www.evotingindia.com>.
 - Requesting the members who have not registered their email addresses with the Company, to get the same registered with the Company.
 - 17) The cut-off date will be 23rd July, 2026 for determining the eligibility to vote by remote eVoting or in the AGM.
 - 18) The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute

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of Company Secretaries of India, in respect of the Directors proposed to be appointed/re-appointed at this AGM forms a part of this Notice.

- 19) The Board of Directors, at its meeting held on 28th May 2026 has appointed M/s BP & Associates (Entity ID:83104), Company Secretaries, Chennai, represented by Mr. C Prabhakar, Partner, who is not in full time employment of the Company, as Scrutinizer, for scrutinizing the remote e-voting and e-voting at the AGM in a fair and transparent manner.
- 20) The Scrutinizer shall, immediately after the conclusion of e-voting during the AGM, first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
- 21) The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://indianippon.com/> and on the website of CDSL www.evotingindia.com forthwith. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- 22) Subject to the receipt of requisite number of favourable votes, the Resolutions set out in the Notice of AGM shall be deemed to be passed on the date of the Meeting i.e.30th July 2026.
- 23) The following documents will be available for inspection by the Members electronically during the 41st AGM:
 - Register of Directors and Key Managerial Personnel and their shareholding
 - Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.

Additionally, such documents shall be made available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays and Sundays up to the date of the AGM.

- 24) Members who have not registered their e-mail address are requested to register the same in the following manner:

For shares held in physical form: Members can submit their requests in electronic mode through the website of RTA using the weblink <https://wisdom.cameoindia.com/>

For shares held in Dematerialized form: Members can contact the concerned Depository Participant.

Please note that registration of e-mail address and mobile number is mandatory while voting electronically and joining virtual meetings.

- 25) Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. All holders of physical securities are encouraged in their own interest to provide choice of nomination. Members may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the RTA. The said form is available on the Company's website and can be downloaded using <https://indianippon.com/investors/investor-communications> weblink. Further, if shares are held in dematerialized form, Members can contact their respective Depository Participant(s) to update their nomination details.
- 26) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at <https://indianippon.com/investors/investor-communications> and RTA, Cameo Corporate Services Limited ("Cameo") website <https://wisdom.cameoindia.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 27) As per circulars issued by SEBI from time to time, investors have been provided with an option for dispute resolution under the Stock Exchange arbitration mechanism where they can opt for arbitration with



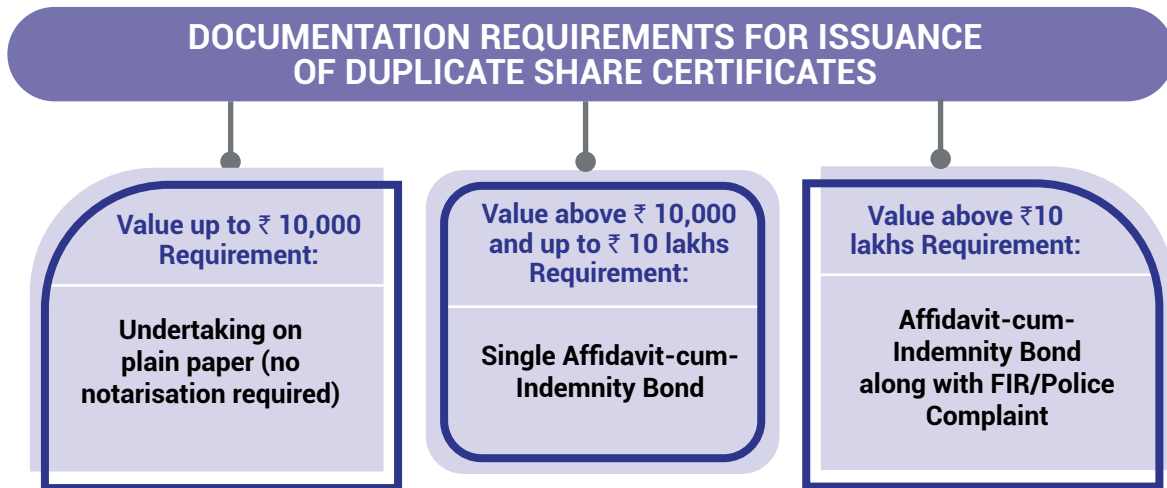
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Stock Exchanges in case of any grievance with the Company and/or RTA. Further, in case of unresolved issues, the investors can also register their complaint on the Online Dispute Resolution Portal, a mechanism for online resolution of disputes arising in the Indian Securities Market through the ODR Portal at <https://smartodr.in/login>.

28) **Special window for re-lodgement of physical share transfer requests:** Members who had submitted transfer deeds for physical shares before 01st April, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till 04th February, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one year lock-in period from the date of transfer registration. Members can contact the Company or the RTA for assistance in this regard. The Company has communicated the opening of this special window through newspaper advertisements and stock exchanges.

29) **Simplification of Procedure for Issuance of Duplicate Share Certificates:**

SEBI has simplified the process for issuing duplicate share certificates. The documentation requirements have been standardised as below:



Members are informed that with effect from 02nd April, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing investor service requests. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. The Members must provide a Client Master List, not older than 2 months, attested by their DP, for getting the securities credited directly in their demat account

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following Explanatory Statement sets out all the material facts relating to the Special business mentioned under Item Nos. 4, 5 & 6 of the accompanying Notice dated 28th May 2026.

ITEM NO: 04

At the meeting held 28th May 2026, the Board approved, after considering the recommendations of the Audit Committee, the re-appointment of Mr. K Suryanarayanan, Cost Accountant (Registration No.24946), for the conduct of Cost Audit of the Company at a remuneration of ₹ 3.80 Lakhs and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2027. The remuneration approved by the Board of Directors needs to be ratified by the shareholders in terms of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at item no.4 of the Notice. The Board of Directors recommends the Ordinary Resolution for approval by the members.

ITEM NO: 05

Approval of re-appointment of Ms. Gangapriya Chakraverti (DIN:00378385) as a Non-Executive Independent Director of the Company for the second term of five consecutive years commencing from 10th August, 2026, to 09th August, 2031.

Ms. Gangapriya Chakraverti is a Non-Executive Independent Director of the Company. She is also the Chairperson of Corporate Social Responsibility Committee and Nomination and Remuneration Committee of the Company and is a member of Stakeholders Relationship Committee. She joined the Board of India Nippon Electricals Limited on 10th August, 2022.

She was appointed as a Non-Executive and Independent Director for a consecutive term of 4 years from 10th August, 2022 to 09th August, 2026, not liable to retire by rotation and her appointment was approved by the Shareholders at the Annual General Meeting held on 21st September, 2022.

Ms. Gangapriya Chakraverti is proposed to be re-appointed as a Non-Executive Independent Director for the second

term of five consecutive years, commencing from 10th August, 2026 to 09th August, 2031, on such remuneration by way of fees and other remuneration such as commission, if any, as may be payable, reimbursement of expenses for participation in the meetings of the Board and/or committees as determined by the Board on recommendation of the Nomination and Remuneration Committee from time to time.

The Company has received from Ms. Gangapriya Chakraverti, a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 34(3) read with Schedule V to the Listing Regulations that she is not debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

She has registered her name on the databank portal with the Indian Institute of Corporate Affairs (Institute) [www.iica.nic.in] pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, which came into effect from 01st December, 2019.

The proposed resolution seeks the approval of members by way of special resolution for her re-appointment as an Independent Director pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations. She will not be liable to retire by rotation.

Ms. Gangapriya Chakraverti has the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company: -

Leadership experience– Experience in leading well-governed large organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.

In the opinion of the Board of Directors, Ms. Gangapriya Chakraverti, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations and she is independent of the management.



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Except Ms. Gangapriya Chakraverti and her relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution. The Board recommends the Special Resolution set out in Item No. 5 for approval of the Members.

S No.	Category	Particulars
1.	Name of the Director	Ms. Gangapriya Chakraverti
2.	Designation/category of the Director	Non-Executive Independent Director
3.	Date of Birth & Age	18 th January, 1968 & 58 years
4.	Nationality	Indian
5.	Qualification	<ul style="list-style-type: none"> • Bachelor's Degree in Psychology, WCC, Chennai • PGDPM&IR from Tata Institute of Social Sciences, Mumbai • Holds an Associate Certified Coach certification from the International Coaching Federation and • Is a Certified Diversity Professional from the Diversity Training University International, San Francisco.
6.	Profile	<p>Ms. Gangapriya Chakraverti brings over three decades of experience across corporate leadership, human resources, business transformation, consulting and organisational development. Her career spans leadership roles with the Murugappa Group and Ford Motor Company's Business Services organisation, as well as business development and consulting roles with Mercer Consulting. Her areas of expertise include leadership and organizational development, change management, and organisational culture.</p> <p>In her current role as Managing Director, Ford Business Services, and previously as Director - Human Resources, she has played a significant role in leading people strategy, organisational transformation and change management. She has supported the evolution of Ford Business Services into a global, multi-functional innovation hub, scaling from approximately 4,000 to more than 12,000 associates. Under her leadership, the organisation has advanced innovation and digital transformation while strengthening employee engagement and workplace culture. Ford Business Services has been recognised by the Great Place to Work Institute and acknowledged for employee-oriented practices and policies by organisations including NASSCOM, Working Mothers Media and the National HRD Network.</p> <p>Ms. Chakraverti serves as an Independent Director on the Board of a technology-driven start-up incubated at the IIT Madras Research Park.</p> <p>She is a strong advocate for diversity, equity and inclusion, with a particular focus on increasing the representation of women in leadership. She mentors and coaches senior women professionals and actively supports initiatives that enable individuals to realise their full potential. She is also a committed advocate of workplace wellness and its role in employee engagement and organisational effectiveness. As a business and HR leader, she is a regular speaker at national and international conferences and forums.</p> <p>Ms. Chakraverti was the first woman President of the Chennai Chapter of the National HRD Network from 2019 to 2021 and served on its National Board for two consecutive terms.</p> <p>She holds a bachelor's degree in Psychology from Women's Christian College, Chennai, and a master's degree in Personnel Management and Industrial Relations from the Tata Institute of Social Sciences, Mumbai, where she was a gold medallist. She is a Professional Certified Coach accredited by the International Coaching Federation. She was awarded the Women of World Awards 2023 by The Hindu in the Business Leadership category.</p>

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S No.	Category	Particulars
7.	Expertise in specific functional areas	<ul style="list-style-type: none"> • Environmental and Social Sustainability; • Financial Literacy; • General Management; • Human Resource; • Industry Knowledge;
8.	Date of first appointment to the Board	10 th August, 2022
9.	Terms and Conditions of appointment/reappointment	As per the resolution specified in item no. 5 of this Notice read with the explanatory statement thereto.
10.	Remuneration last drawn for the 2025-26	₹ 3,55,000/- (Sitting Fees) and ₹ 17,50,000/- (Commission)
11.	Revised Remuneration sought to be paid	Sitting fees and commission as may be approved by the Board of Directors/ shareholders in accordance with the applicable provisions of law.
12.	No. of Shares held	Nil
13.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel of the Company or its subsidiaries or associate companies.
14.	No of Board Meetings attended/held during the year 2025-26	4 Out of 5 Board meetings
15.	Name(s) of other entities in which holding of directorship	<ol style="list-style-type: none"> 1. Ford Motor Private Limited 2. Auto Motive Power Mobility Private Limited 3. Solinas Integrity Private Limited
16.	Listed entities from which the Director has resigned in the past three years	Nil
17.	Chairpersonship/Membership in committees of other Entities	Nil

ITEM NO: 06

Approval of re-appointment of Mr. Heramb Ravindra Hajarnavis (DIN: 01680435) as a Non-Executive Independent Director of the Company for the second term of five consecutive years commencing from 10th August, 2026, to 09th August, 2031.

Mr. Heramb R Hajarnavis is a Non-Executive Independent Director of the Company. He is also the member of Audit Committee, Risk Management Committee and Chairman of Stakeholders Relationship Committee of the Company. He joined the Board of India Nippon Electricals Limited on 10th August, 2022. He was appointed as a Non-Executive and Independent Director for a consecutive term of 4 years from 10th August, 2022 to 09th August, 2026, not liable to retire by rotation and his appointment was approved by the Shareholders at the Annual General Meeting held on 21st September, 2022.

Mr. Heramb R Hajarnavis is proposed to be re-appointed as a Non-Executive Independent Director for the second term of five consecutive years, commencing from 10th August, 2026, to 09th August, 2031, on such remuneration by way of fees and other remuneration such as commission, if any, as may be payable, reimbursement of expenses for participation in the meetings of the Board and/or committees as determined by the Board on recommendation of the Nomination and Remuneration Committee from time to time.



NOTICE TO SHAREHOLDERS (CONTD.)

The Company has received from Mr. Heramb R Hajarnavis, a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 34(3) read with Schedule V to the Listing Regulations that he is not debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

He has registered his name on the databank portal with the Indian Institute of Corporate Affairs (Institute) [www.iica.nic.in] pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, which came into effect from 01st December, 2019. However, he is exempted from passing the online self-assessment test, having served as a Director/Key Managerial Personnel for a period of not less than three years in a listed company or in an unlisted public company having a paid up capital of not less than ₹ 10 Crores.

The proposed resolution seeks the approval of members by way of special resolution for his re-appointment as an Independent Director pursuant to Section 149(10) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations. He will not be liable to retire by rotation.

Mr. Heramb R Hajarnavis has the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:-

- a. Leadership experience– Experience in leading well-governed large organisations, with an understanding of organisational systems and processes, complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- b. Finance and Accounting Experience – Leadership experience in handling financial management along with an understanding of accounting and financial statements.

In the opinion of the Board of Directors, Mr. Heramb R Hajarnavis, the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations and he is independent of the management.

NOTICE TO SHAREHOLDERS (CONTD.)

Except Mr. Heramb Ravindra Hajarnavis and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution. The Board recommends the Special Resolution set out in Item No. 6 for approval of the Members.

S No.	Category	Particulars
1.	Name of the Director	Mr. Heramb R Hajarnavis (DIN: 01680435)
2.	Designation/category of the Director	Non-Executive Independent Director
3.	Date of Birth & Age	13 th September, 1974 & 51 years
4.	Nationality	Indian
5.	Qualification	SB (Bachelor of Science), Massachusetts Institute of Technology, Cambridge, USA MBA, Harvard Business School, USA
6.	Profile	<p>Mr. Heramb Ravindra Hajarnavis, (DIN 01680435), was appointed as an Independent Director of the Company w.e.f 10th August 2022. He earned his S. B. from the Massachusetts Institute of Technology (MIT) and his MBA from Harvard Business School (HBS) and was awarded an Aspen Institute Fellowship in 2008.</p> <p>He is the founder and Managing Partner of Sealink Capital Partners (SCP), an investment firm focused on high potential companies and cross-border opportunities between the United States and Asia. He is passionate about collaborating and partnering with entrepreneurs to accelerate their growth with global best practices. He was the head of KKR's Indian private equity business from 2010 to 2014. Prior to KKR, he was with Goldman Sachs & Co. based out of their New York, Hong Kong, Singapore, and Mumbai offices where he focused on evaluating investment opportunities for the firm's global private equity and mezzanine debt funds.</p> <p>He was a founding member of Goldman Sachs' India office and served as Managing Director and Co-Head of private equity. His prior experience also includes being part of the senior management team at Centennial Communications Corp. In addition to serving as a Senior Advisor to select companies, he also currently serves as an Independent Director on the Board of Sundram Fasteners Limited, as a Director on the Board of JM Financial Asset Management Limited, as a Nominee Director on the Board of Sekhmet Technologies Private Limited and as an External Investment Committee member for British International Investment (BII).</p>
7.	Expertise in specific functional area	<ul style="list-style-type: none"> • Financial Literacy; • General Management; • Innovation, Technology and Digitization; • Risk Management; and • Strategic Expertise.
8.	Date of first appointment to the Board	10 th August, 2022
9.	Terms and Conditions of appointment/reappointment	As per the resolution specified in item no. 6 of this Notice read with the explanatory statement thereto.
10.	Remuneration last drawn for the 2025-26	₹ 5,35,000/- (Sitting Fees) and ₹ 20,00,000/- (Commission)
11.	Revised Remuneration sought to be paid	Sitting fees and commission as may be approved by the Board of Directors/ shareholders in accordance with the applicable provisions of law.



NOTICE TO SHAREHOLDERS (CONTD.)

S No.	Category	Particulars
12.	No. of Shares held	Nil
13.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel of the Company or its subsidiaries or associate companies.
14.	No of Board Meetings attended/held during the year 2025-26	5 out of 5 Board meetings
15.	Name(s) of other entities in which holding of directorship	1. Sundram Fasteners Limited 2. JM Financial Asset Management Limited 3. Sekhmet Technologies Private Limited
16.	Listed entities from which the Director has resigned in the past three years	Nil
17.	Chairpersonship/Membership in committees of other Entities	Sundram Fasteners Limited Audit committee - Member Nomination and Remuneration Committee - Chairperson

ANNEXURE TO THE NOTICE

Particulars of the Directors seeking re-appointment/continuation at the 41st Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015:

ITEM NO.3- Mr. T K Balaji (DIN: 00002010) was born on 12th July 1948. He is a Bachelor of Engineering, secured first rank from Madras University and is also a Master of Business Administration from IIM Ahmedabad with a Gold medal for outstanding scholastic performance. Mr. T K Balaji was a member of Development Council for Automobiles & Allied Industries, Government of India. He was the past President of Automotive Component Manufacturers Association of India (ACMA). He had served on the CII National Council for a number of years. He was conferred a Special Award by the FIE Foundation of Maharashtra in March 1995 in recognition of his contribution to the development of automotive component industry.

Mr. T K Balaji, Chairman retires by rotation and being eligible, offers himself for re-appointment at the AGM to be held on 30th July, 2026. He is interested in the resolution relating to his re-appointment as Director besides Mr. Arvind Balaji, Managing Director and Ms. Priyamvada Balaji, Director being his relatives. Other directors or key managerial personnel or their respective relatives are not interested in this resolution. The ordinary resolution regarding reappointment of Mr. T K Balaji is recommended for the approval of the Members.

S No.	Category	Particulars
1.	Name of the Director	Mr. T K Balaji (DIN: 00002010)
2.	Designation/category of the Director	Non-Executive (Non-Independent) Director
3.	Date of Birth & Age	12 th July, 1948 & 77 years
4.	Nationality	Indian
5.	Profile/Qualification	Bachelor of Engineering from Madras University and Master of Business Administration from IIM Ahmedabad.
6.	Expertise in specific functional areas	A robust skill set that includes Marketing, Customer Service, Strategy and Leadership.
7.	Date of first appointment to the Board	28/07/1986
8.	Terms and Conditions of appointment/reappointment	Re-appointment as a Non-Executive, Non-Independent Director under sec 152(6) of Companies Act 2013.
9.	Remuneration last drawn for the 2025-26	₹ 2,65,000/- (Sitting Fees) and ₹ 11,00,000/- (Commission)

NOTICE TO SHAREHOLDERS (CONTD.)

S No.	Category	Particulars
10.	Revised Remuneration sought to be paid	Sitting fees and commission as may be approved by the Board of Directors/shareholders in accordance with the applicable provisions of law.
11.	No. of Shares held	1,694 Equity Shares
12.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Father of Mr. Arvind Balaji, Managing Director and Ms. Priyamvada Balaji, Non- Executive Director
13.	No of Board Meetings attended/held during the year 2025-26	5 Out of 5 Board meetings
14.	Name(s) of other entities in which holding of directorship	<ol style="list-style-type: none"> 1. SB TVS Industrial Ventures Private Limited 2. TVS Indeon Limited 3. T.V. Sundaram Iyengar & Sons Private Limited 4. Lucas Indian Service Limited 5. Lucas TVS Limited 6. Delphi-TVS Technologies Limited 7. TVS Automotive Systems Limited 8. Harita Trade & Services Private Limited 9. Cheema TVS Industrial Ventures Private Limited 10. Punarvasu Swasthi Private Limited 11. Hastham Swasthi Private Limited
15.	Listed entities from which the Director has resigned in the past three years	Nil
16.	Chairpersonship/Membership in committees of other Entities	Nil

CDSL E-Voting System – For Remote E-Voting and E-Voting during AGM:

1. The Ministry of Corporate Affairs has, vide General Circular No. 03/2025 dated 22nd September, 2025, clarified that companies may continue to conduct their Annual General Meetings (AGMs) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) in accordance with the applicable circulars issued by the Ministry from time to time. Accordingly, the forthcoming AGM of the Company will be held through Video Conferencing (VC) or Other Audio-Visual Means (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 08th April, 2020, 13th April, 2020 and 05th May, 2020, the Company is providing the 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 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.



NOTICE TO SHAREHOLDERS (CONTD.)

4. 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 Circular No. 14/2020 dated 08th April, 2020, 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 Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://indianippon.com/investor/>. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. 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 Monday, 27th July 2026 at 9.00 A.M. and ends on Wednesday, 29th July 2026 at 05.00 P.M. (IST)**. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Thursday, 23rd July 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 09th December, 2020 and the provisions contained in 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. 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, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, on e-Voting facility being provided by Listed entities, 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.

NOTICE TO SHAREHOLDERS (CONTD.)

Pursuant to the said SEBI Circular, Login method for eVoting and joining the AGM through VC/OAVM for individual shareholders holding shares in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach the e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & MY Easi New (Token) Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/evotinglogin.jsp 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. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.



NOTICE TO SHAREHOLDERS (CONTD.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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 toll free no.: 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your '10' digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.

NOTICE TO SHAREHOLDERS (CONTD.)

- (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 of "India Nippon Electricals Limited" to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA, if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 mandatorily 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; investors@inel.co.in. and/or prabhakar@bpcorpadvisors.com, 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.



NOTICE TO SHAREHOLDERS (CONTD.)

2. The link to attend meeting through VC/AOVM, will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote 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 41st 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 in their request by e.mail to investors@inel.co.in/investor@cameoindia.com on or before 23rd July 2026 mentioning their name, demat account number/folio number, email id, mobile number. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting. Members who do not wish to speak during the AGM but have queries may send in their queries on or before 23rd July 2026 mentioning their name, demat account number/folio number, email id, mobile number at investors@inel.co.in/investor@cameoindia.com. These queries will be replied to by the Company suitably by email. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
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 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 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 may 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 investors@inel.co.in/RTA at investor@cameoindia.com.
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 toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurax, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.