



INDO- NATIONAL LIMITED

Registered Office: No. 609, Mount Road, Lakshmi Bhawan,

IVth Floor, Chennai – 600006. Phone No : 044-28272711

Website : www.nippobatteries.com

CIN : L31909TN1972PLC006196

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

Dear Member(s)

As per the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the enclosed resolution for the purpose of **Alteration of Objects Clause u/s 13(9)** of the Companies Act, 2013 is proposed to be passed as a **Special Resolution** by way of Postal Ballot. Accordingly, notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 seeking the consent of its Members in respect of the business(s) mentioned in draft resolution.

We are appending the Postal Ballot Form and the draft Resolution along with the Explanatory Statement pertaining to the said Resolution explaining in detail the material facts, for your consideration.

The Company has appointed Mr. M. Damodaran, Sole proprietor of M/s. Damodaran & Associates, Practicing Company Secretaries, Chennai as Scrutinizer to scrutinize the Postal Ballots in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman and the result of postal ballot will be announced by the Managing Director of the Company on 1st November 2014 at 2 p.m. at the Registered office of the Company. Further the Company has engaged the services of Central Depository Services Limited (CDSL) to provide for e-voting facility to its equity shareholders to vote on the resolutions contained in the Postal Ballot Notice in accordance with the provisions of revised Clause 35B of the Listing Agreement and Section 108 of the Companies act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 . If a shareholder has voted by electronic means, he is not required to send the physical ballot form to the Company.

The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website besides communication to the Stock Exchanges where the Company's shares are listed.

You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed business reply envelope, so as to reach the Scrutiniser before the closing of working hours on 31st October 2014. Please note that any votes received (both by means of physical ballot and e-voting) beyond the expiry of the voting period shall not be taken into consideration.

The date of declaration of the results of the postal ballot i.e. 1st November 2014 will be taken to be the date of passing of the Special Resolution.

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

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

The Members are requested to consider and if thought fit, to give assent / dissent to the attached following resolutions as SPECIAL RESOLUTION:

1. ALTERATION OF OBJECTS CLAUSE OF THE COMPANY:

Resolved that pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013; (including any amendment there to or re-enactment their of)the Clause III (A) of Memorandum of Association of the Company dealing with the Main Objects to be pursued by the Company be amended as follows:

The following new clauses 9 to 25 be added after the existing clause 8 of the Main Objects Clause of the Memorandum of Association of the Company.

9. To carry on the business of production of renewable energy by using various techniques and to engage in generation and distribution of renewable energy and to engage in its other related activities.
10. To engage in the business activities of generation, transmission, distribution, supervisions and control of solar energy units of multiple capacities and to acquire licenses, permits and concessions including transfer and takeover of licenses and /or concessions held by any person, firm or company for or in relation to supply of energy and to develop, build, own, operate and maintain the solar energy plants by generating, producing, refining, receiving, improving, buying, selling, reselling, leasing, sub-leasing, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, supplying and to act as producer/grower, agent, broker, representative, consultant, collaborator, or otherwise to deal in, undertake, assist, encourage, promote, developmental, scientific, technical, engineering, research activities associated with the solar power generation, transmission and to trade all forms of solar power and its ancillary services on commercial terms either individually or on a joint venture basis with interstate, intrastate, inter-region, cross border, captive purposes, renewable energy sale certificates or to enter into arrangement with Government of India, or any other Government, or States, or Local authority including State Electricity Boards, Intermediaries in Power Transmission / Distribution Companies, Direct Consumers, etc., for the purpose of carrying out the objects of the company.
11. To engage in the business of laying transmission and distribution electric network lines and to do the business of electrical engineers, electricians, engineers, contractors, manufacturers, suppliers, of and dealers in electrical and other appliances cables, wire lines, accumulators and distribute, supply electricity for the purpose of light, heat, motive power and for all other purposes to which electrical energy can be employed and to design, plan, manufacture, assemble, supply, erect, commission, test, maintain, trouble shooting, repair, service etc., of electrical and/or electronics goods, items, instruments, parts, spares, D.G. sets, electrical control, inverter, switch gear panels, switches ,cables, plugs, powers projects in industrial, commercial, residential, establishments etc., in part individual and/or composite key basis.
12. To plan, promote and take up necessary developmental work for the power sector, purchase power from generating companies and trade in power in an optimal manner, interstate, inter-region and cross border.
13. To engage in the business of purchasing, procuring, selling, importing, exporting and trading all forms of electric power and ancillary services on commercial basis, either individually or on joint venture basis.

14. To carry on the business act as agent of public/ private sector enterprises, financial institutions, banks, central government, state governments etc. engaged in planning and development of power sector to promote and organize research and development and carry out consultancy services in power sector and related activities.
15. To carry on the business of generating, develop, accumulate, transmit, distribute and supply of power either by whatever available non-conventional energy sources or renewable energy sources or any other means and renewable electricity, alternate energy or power generation through possible means and to generate, receive, purchase, develop, use, sell supply, distribute and accumulate electricity power and to transmit, distribute and supply such power through transmission lines and facilities and generally to develop, generate and accumulate power at any place or places and to transmit, distribute, sell and supply such power.
16. To set up captive power plant for the use as permitted under the law for the time being force and to generate, accumulate, distribute and supply electricity and other power (subject to and in accordance with Law) and to acquire concession or licenses granted by or to enter into contracts with the Government of India, or any State Government, Municipal or Local Authority or Statutory body, company or person in India for the construction and maintenance of any electric installation or the production, transmission or use of electric power.
17. To construct, lay down, establish, promote, fix, erect, build, install, commission, carryout and run all necessary power sub-stations, work shop, repair shops, wires, cables, wires, lines, accumulators, lamps, fittings and apparatus in the capacity of principals, contractors or otherwise and to connection with generation, distribution, supply, accumulation or electricity including in the term electricity all power that may be directly or indirectly derived there from.
18. To carry on the business of manufacturing, selling, distribute, supply, contract, sub contract of Solar module / panels including energy Systems processing, Casting, Cell manufacturing and System Installation and to execute Engineering, Procurement and Construction (EPC) contracts.
19. To carry on the business of process, produce, mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, jams , jelly, pickles, squashes, sausages, nutrient, snacks, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India.
20. To carry in and outside India or elsewhere the business to process, prepare, disinfect, compound, mix, clean wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, consultant, collaborator, stockists, liasioner, middleman, export house, jobworker or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, their by products, ingredients, derivatives, residues, including packed foods, powders, pastes, liquids, drinks, beverages, juice, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, fun foods, breakfast foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic.

21. To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, soft drinks, fruit drinks, artificial flavoured drinks and drinking products of all kinds and other consumable provision of every description for human consumption.
22. To mine, quarry or beneficiate coal and manufacture coke and other by products of coal, purchase or otherwise acquire all minerals and other materials of every kind needed for or resulting from the mining, manufacturing, production or processing of coal, coke and by-products of every kind and for this purpose, to install, operate and manage all necessary plants, mines, establishment, work and to promote, operate and carry on the business of coal washeries and to process, make, market, use, sell and dispose of any materials produced as a result of the above activities.
23. To carry on the business as a coal and general merchants, contractors, agents, importers, exporters, factors, warehousemen and carrier by land and sea.
24. To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own, operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, go-downs, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, financier, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities and similar goods.
25. To carry on the business of Real Estate and construction including for that purpose, buy, sell, purchase, lease, sub-lease or on rent or on tenancy or on license or otherwise maintain, develop, demolish, construct, build, erect, alter, repair, remodel and turn to account any land or buildings owned or acquired or leased by the Company in which the Company may be interested as owners, lessors, lessees, licensees, architects, builders, interior decorators, designers, vendors, contractors, property developers, and Real Estate owners and agents whether such land or building or the development thereof be for or in respect of sale, lease, allot or any other arrangements on such terms and conditions and to divide the same in to suitable flats/plots for residential or commercial purposes such as multistoried buildings, complexes, houses, flats, offices, shops, business and amusement parks, industrial growth centre, resorts or other structures and purchasing, holding in stock or selling materials or trading in construction materials and building accessories, electrical, sanitary, plumbing and other fixtures, fittings, equipments, plant, machinery, tools & appliances including furniture, fixtures, household goods, land, decoration materials.

Resolved further that the Board of Directors of the Company be and are hereby authorized to accept such changes, correction, or modification, as may be proposed by the Registrar of Companies, Chennai, while according approval to the alteration of the above said Clause in the Main Objects of the Memorandum of Association of the Company and also Re-number the main objects as may be necessary.

By order of the Board of Directors
For INDO- NATIONAL LIMITED

Place : Chennai

Date : 26-09-2014

Company Secretary

EXPLANATORY STATEMENT FOR ABOVE SAID RESOLUTION PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Your company has been involved in the business of manufacturing Batteries and trading lighting products. The Dry battery industry remains stagnant for the past few years. Renewable Energy sector growing at a robust growth and it is expected that the pace of growth will get further momentum in the coming years. As a part of expansion plan, the Board of Directors felt it is desirable and necessary to undertake solar energy related projects.

Your company is also exploring the other business opportunities in the areas of Coal, setting up of the Warehouses, Real Estate, Construction, Food and beverages.

By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution under postal ballot is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

b) Interest of Director, Key Managerial personnel and their relatives:

None of the

i) Director

ii) Key Managerial Personnel

iii) Relatives of the persons mentioned in i & ii are not interested in the above said resolution.

c) Relevance of Resolution in any other Company.

The above resolution does not affect any other company.

d) Inspection of Documents

Altered Memorandum of association is kept for the inspection for the above said resolution.

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by postal ballot should complete this Postal Ballot Form (In original as no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed, postage pre-paid envelope.
However, envelopes containing postal ballot form, if sent by courier / registered post to the address of the Scrutinizer at the expense of the Member, will also be accepted.
2. The consent of the Member must be accorded by recording the **assent** in the column '**FOR**' and **dissent** in the column '**AGAINST**' by placing in a tick mark in the appropriate column. The assent or dissent received in any other manner shall not be considered valid.
3. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Bank's share department/ Depository Participant) by the first named Member and in his/her absence, by the next named Member.
4. The right of voting by Postal Ballot shall not be exercised by a Proxy.
5. An unsigned or incorrect Postal Ballot Form will be rejected.
6. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the representative of the President of India or from the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot.
7. The postage pre-paid self-addressed envelope bears the **name of the Scrutinizer** appointed by the Board of Directors of the Company. The duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on 31st October 2014. Postal Ballot Forms received after this date shall be strictly treated as if the reply from the Member has not been received.
8. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
9. Voting Rights shall be reckoned on the paid up value of shares registered in the name of Members as on date of dispatch of notice.

- 10.A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed Postal Ballot Form should reach the Scrutinizer not later than the date and time specified herein above.
- 11.A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- 12.Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope, other than those elucidated in point number 6. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

13.Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 02nd October 2014 at 9.00 a.m and ends on 31st October 2014 at 6.p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <26th September 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two

	characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 they have to create 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 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.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.