



Notice to Shareholders

NOTICE is hereby given that the 40th Annual General Meeting of the Shareholders of INDIA NIPPON ELECTRICALS LIMITED (“the Company”) will be held on Friday, 19th September, 2025 at 10:00 A.M. (I.S.T.) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) 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, 2025

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, 2025 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, 2025 together with the Auditors report, be and are hereby considered and adopted.”

2. To confirm the Interim Dividend for the year 2024-25

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

“RESOLVED THAT the interim dividend of ₹ 12.50 declared and paid for every equity share of face value of ₹ 5 each on 2,26,21,424 equity shares, by the Board of Directors of the Company as per Resolution passed on 13th February, 2025, absorbing a total sum of ₹ 2,827.67 Lakhs, be and is hereby noted and confirmed as the final dividend for the year ended 31st March, 2025.”

3. To appoint a director in place of Mrs. Priyamvada Balaji (DIN: 00730712), who retires by rotation and being eligible offers herself 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, Mrs. Priyamvada Balaji (DIN: 00730712), 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, 2026.

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, 2026.”

5. To consider and approve minimum remuneration and annual remuneration in excess of ₹ 5 Crores payable to Mr. Arvind Balaji, Managing Director for the remaining period of his tenure

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in continuation of the resolution passed by the shareholders at the Annual General Meeting held on 21st September, 2022 approving the re-appointment of Mr. Arvind Balaji (DIN: 00557711) as Managing Director of the Company for a term of five years from 10th August, 2022 to 9th August, 2027, the approval of the Members be and is hereby accorded for the payment of minimum remuneration of ₹ 4 Crores per annum to Mr. Arvind Balaji, in the event of absence or inadequacy of profits in any financial year during the remaining



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tenure of his appointment, i.e., from 1st April, 2025 to 9th August, 2027, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on 30th May, 2025.

RESOLVED FURTHER THAT in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the consent of the Members be and is hereby accorded for the payment of annual remuneration exceeding ₹ 5 Crores to Mr. Arvind Balaji during the remaining period of his tenure as Managing Director (from 1st April, 2025 to 9th August, 2027), as may be determined by the Board of Directors from time to time based on the recommendation of the Nomination and Remuneration Committee and subject to applicable laws and shareholder approval.

RESOLVED FURTHER THAT except to the extent modified by this resolution, all other terms and conditions of appointment and remuneration of Mr. Arvind Balaji as approved by the shareholders at the AGM held on 21st September, 2022 shall remain unchanged and continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps, actions and measures and to do all such acts, deeds, and things as may be necessary, desirable or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies and other applicable regulatory authorities."

6. To approve the appointment of Secretarial Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s. S.A.E. & Associates LLP, Practicing Company Secretaries, (Firm Reg. No.: L2018TN004700) be and are hereby appointed as the Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 45th (Forty Fifth) AGM of the Company to be held in the Year 2030, (audit period covering the financial years from 2025-26 to 2029-30) at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor from time to time.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board

S Logitha

Company Secretary & Compliance Officer
Membership No. A29260

Place: Chennai
Date: 13th August, 2025

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



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IMPORTANT NOTES TO SHAREHOLDERS:

- 1) The Ministry of Corporate Affairs ("**MCA**") has vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated 5th May, 2020 read with General Circular no. 9/2024 dated September 19, 2024 and other circulars issued in this regard ("**MCA Circulars**") and the Securities and Exchange Board of India ("**SEBI**") has 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 3rd October, 2024 and other circulars issued in this regard ("**SEBI Circulars**") (collectively referred to as "**Circulars**"), permitted companies to conduct their Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (**OAVM**) without the physical presence of Members at a common venue till 30th September, 2025. In accordance with the Circulars and 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 40th Annual General Meeting ("**AGM**") of the Company is being conducted through VC/OAVM.
- 2) The Company has enabled the Members to participate and vote at the 40th AGM through VC/OAVM facility provided by Central Depository Services (India) Limited (CDSL). The instructions for participation by Members in the AGM, 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 per the Register of Members of the Company will be entitled to vote at the AGM.



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- 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. The procedure and the form are available at www.iepf.gov.in.
- 13) In compliance with the aforesaid Circulars of MCA & SEBI, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 15th August, 2025. Members may note that the Notice and Annual Report 2024-25 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 2024-25 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 40th 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 15th August, 2025, such person may write to the Company/ Cameo by e-mail at investors@inel.co.in/ investor@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 12th September, 2025 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., 12th September, 2025, should treat this Notice for information purpose only.
- 15) The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2025 to 19th September, 2025 (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 (Dinamani), containing the following information:
- Convening of AGM through VC/OAVM in compliance with the provisions of the Act.
 - Date and time of the AGM.
 - Availability of Notice of the Meeting on the website of the company, the Stock Exchanges viz., BSE Limited, National Stock Exchange of India Limited 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 12th September, 2025 for determining the eligibility to vote by remote e-voting 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 13th August, 2025 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 favour or against, if any, to the Chairman or a person authorised 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. 19th September, 2025.
- 23) The following documents will be available for inspection by the Members electronically during the 40th 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.
- 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/investor/#tab-1641371617871-20-1> 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/investor/#tab-1641371617871-20-1> 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 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>.



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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 13th August, 2025.

ITEM NO: 04

At the meeting held on 30th May, 2025, 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, 2026. 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

At the AGM held on 21st September, 2022, the shareholders approved the re-appointment of Mr. Arvind Balaji, (DIN: 00557711) as the Managing Director of the company for a period of 5 years commencing from 10th August, 2022. The shareholders also approved revision in terms of remuneration in accordance with Sections 196, 197(1), 198 of the Companies Act, 2013 effective from 1st April, 2022.

Further, the shareholders approved payment of minimum remuneration not exceeding ₹ 3 Crores per annum to Mr. Arvind Balaji, in the event of absence or inadequacy of profits in any financial year, for a period of three years with effect from 1st April, 2022. This was in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

In view of the expiry of the minimum remuneration limit, the Board based on the recommendations of the Nomination and Remuneration Committee at its meeting dated 30th May, 2025, recommended a revision to the minimum remuneration limit considering the contribution made by Mr. Arvind Balaji, to the overall progress of the Company under his leadership and after taking into consideration the complexities of the responsibilities handled by him. The Board accorded its consent to pay a minimum remuneration of ₹ 4 Crores per annum to Mr. Arvind Balaji, Managing Director in the event of inadequacy or absence of profits, during his remaining tenure as Managing Director, i.e., from 1st April, 2025 to 9th August, 2027, subject to shareholders approval.

Further, pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 approval of the Shareholders by way of a special resolution shall be obtained for payment of annual remuneration to Executive Directors, who are promoters or members of the promoter group, exceeding ₹ 5 Crores or 2.5% of the net profits of the Company, whichever is higher. Based on the business prospects of the Company, the annual remuneration payable to Managing Director may exceed ₹ 5 Crores, during the financial year(s) falling within the remaining tenure of his appointment.

Accordingly consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice for payment of minimum remuneration to Mr. Arvind Balaji, Managing Director as detailed in the resolution. The Board recommends the Special resolution as set out in Item No. 5 for approval by the shareholders.

Mr. Arvind Balaji is concerned/interested in this resolution. Mr. T K Balaji, Chairman and Mrs. Priyamvada Balaji, Director are also deemed to be interested, being his relatives.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No.5 of the Notice.



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ITEM NO: 05

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD-2 AS APPLICABLE] IN RESPECT OF ITEM NO. 5 OF THE NOTICE

I. General Information:

1) Nature of industry:

India Nippon Electricals Limited is manufacturing Electronic Ignition Systems for two-wheelers, three wheelers and portable engines. Over the years, the company has enlarged its customer base and now supplies to most of the manufacturers of two-wheelers, three wheelers and gensets.

2) Date or expected date of commencement of commercial production:

The company started its commercial production in the year 1984.

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:

(Rs. In lakhs)

Particulars	2024-25	2023-24
Total Revenue	84,483	72,408
Profit before tax	10,268	7,578
Net Profit	8,203	5,930
Dividend Paid	2,827	2,318

5) Foreign investments or collaborations, if any: Nil

II. Information about the appointee:

1) Background details

Mr. Arvind Balaji is the Managing Director of our Company. He is also the Managing Director in Lucas TVS Limited and is responsible for all strategic and key operational decisions of the Companies. Prior to joining the company, Mr. Arvind Balaji worked in the investment banking division of Bank of America in the general industrial group where he focused on helping automotive companies in financing and M&A transactions. He also worked at Oracle Corporation in

their consulting division. Mr. Arvind Balaji has a master's in business administration specializing in Finance from the Wharton School, University of Pennsylvania as well as a master's degree in manufacturing systems engineering from Stanford University. During the financial year under review, there were 5 board meetings held all of which were attended by him. As on the date of notice, he is not holding any shares in the Company. He is not related to any other person other than Mr. T K Balaji, Chairman and Managing Director, Ms. Priyamvada Balaji, Director.

2) Past remuneration:

The total remuneration of Mr. Arvind Balaji for the financial year ended 31st March 2025 is Rs. 384 Lakhs comprising of salary, perquisites and others.

3) Job profile and his suitability:

He has been appointed as Managing Director of the Company since 1st April 2013. He has been responsible for restructuring the company and conceiving and implementing turnaround strategy which resulted in the Company emerging as one of the premier auto electrical component manufacturers with consistent profitability. Mr. Arvind Balaji as a Managing Director is responsible for overall management of the Company and day-to-day operations of the Company. Apart from overall management, He plays an active role in business strategy and business development. Considering his qualifications, vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, the remuneration proposed commensurate with his job profile and is justified.

4) Remuneration proposed:

It is proposed to pay minimum remuneration of Rs. 4 Crores per annum to Mr. Arvind Balaji, Managing Director with effect from 01st April 2025 to 09th August 2027 in the event of loss or inadequacy of profits in any financial year and be reviewed annually which is in accordance with the Companies Act, 2013, and the Rules made there under or any statutory modification or re-enactment thereof. (Details of remuneration as contained in the explanatory statement annexed to the notice of AGM sent to shareholders)



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5) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

The remuneration payable has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 30th May, 2025. The profile of the Managing Director, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration. The remuneration fixed has been benchmarked with the remuneration being drawn by peers in similar capacity in Auto electrical component manufacturers of comparable size in the Auto electrical Component Industry.

6) **Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any:**

Mr. Arvind Balaji has no other pecuniary relationship with the company except to the extent of his remuneration in the company. He is the son of Mr. T K Balaji, Chairman and Brother of Ms. Priyamvada Balaji, Director of the Company.

III. **Other information:**

1) **Reasons of loss or inadequate profits:**

The Company has been consistently registering profits in the past decades. The company had registered a Net Profit of Rs. 82.03 Crores for the financial year 2024-25. Presently there is no inadequacy of profits for payment of remuneration to the Directors, however, to enable the continuity in payment of remuneration, it is proposed to seek the approval of members by special resolution.

2) **Steps taken or proposed to be taken for improvement:**

Not Applicable

3) **Expected increase in productivity and profits in measurable terms:**

Not applicable as the Company has adequate profits.

ITEM NO: 06

Pursuant to Section 204 of the Act, the Company is required to annex to the Board's Report, a Secretarial Audit Report given by a practicing company secretary in the format as prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the

Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board.

Moreover, SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the Listing Regulations. The amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor for a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

Further, w.e.f. 1st April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on 13th August, 2025 considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of M/s. S.A.E. & Associates LLP, a firm of Company Secretaries in practice, (Firm registration number: L2018TN004700) as Secretarial Auditors of the Company at the ensuing 40th Annual General Meeting for a term of 5 consecutive Years, to conduct Secretarial Audit and issue (i) the Secretarial Audit Report under Section 204 of the Act and (ii) the Secretarial Audit and Compliance Report under Regulation 24A of the Listing Regulations for the appointed term.

The Board of Directors have approved that in addition to issuing the Secretarial Audit Report, the Secretarial Auditors shall also issue to the Company (i) the Secretarial Compliance Report under Regulation 24A(2) of the Listing Regulations for the Term (ii) the Compliance certificate regarding compliance of conditions of corporate governance as may be required under Para E of Schedule V of the Listing Regulations for the Terms and (iii) the certificate on non-



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disqualification of the directors as may be required under sub-clause (i) of clause 10 of Paragraph C of Schedule V of Listing Regulations for the Term and (iv) such other certificates or reports or opinions which can be issued by the Secretarial Auditors under Applicable Laws.

M/s. S.A.E. & Associates LLP have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations and the Circular.

Credentials of Secretarial Auditors:

Terms and Conditions of appointment and remuneration:

a) Term of appointment:

To be appointed for five (5) consecutive years commencing from the conclusion of 40th AGM till the conclusion of 45th AGM (Audit period covering the financial years from 2025-26 to 2029-30)

b) Remuneration:

The proposed fee as determined by the Audit Committee and/or the Board of Directors will be based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

c) Basis of recommendations:

Based on a comprehensive assessment of the Firm's eligibility, qualifications, experience, and independence, as well as the expertise of its Partners in delivering Secretarial Audit services and the Company's positive past experience with the Firm, particularly the quality and effectiveness of the audit work previously carried out, the Board of Directors have reviewed and approved the aforementioned proposal, and recommended it to the Shareholders for their approval

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice

for appointment of Secretarial Auditor commencing from the conclusion of 40th AGM till the conclusion of 45th AGM (Audit period covering the financial years from 2025-26 to 2029-30). The Board recommends the Ordinary Resolution at Item No.6 for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ANNEXURE TO THE NOTICE

Particulars of the Director seeking re-appointment/ continuation at the 40th Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015:

ITEM NO. 3

Mrs. Priyamvada Balaji, (DIN: 00730712), Non-executive director of the Company was born on 23rd October, 1978 and she has been a Member of the Board of directors of many companies including Lucas Indian Service Limited, Delphi TVS Technologies Limited and Lucas TVS Limited. Prior to joining the TVS group, she has 14 years of experience in Financial Services in Mumbai and Bangalore working with many international companies. She was a Senior Director, and Regional Head for the Western Region Corporate ratings at India Ratings (earlier Fitch Ratings India) as well as a member of the National Rating Committee. She also has experience with rating large international bond placements.

Within India Ratings, she has had analytical experience in the automotive, metals and mining and industrial sectors. Prior to that, she has experience in leading corporates such as HSBC in the Corporate bank and in Arthur Andersen in corporate finance.

She has a Post Graduate Diploma from the Indian Institute of Management, Ahmedabad (batch of 2000) and a BA in Economics (Silver Medalist) from Stella Maris College, Chennai. She was nominated by Lucas Indian Service Limited (Promoter) to the Board.

She retires by rotation and being eligible, offers herself for re-appointment at the AGM to be held on 19th September 2025. She is interested in the resolution relating to her re-appointment as Director besides Mr. Arvind Balaji, Managing Director and Mr. T K Balaji, Director being her immediate relatives. Other directors or key managerial personnel or their respective relatives are not interested in this resolution.



Notice to Shareholders (Contd.)

S No.	Category	Particulars
1.	Name of the Director	Mrs. Priyamvada Balaji (DIN: 00730712)
2.	Designation/category of the Director	Non-Executive (Non-Independent) Director
3.	Date of Birth & Age	23 rd October 1978 & Age 46
4.	Nationality	Indian
5.	Profile/ Qualification	Post Graduate Diploma from the Indian Institute of Management, Ahmedabad (batch of 2000) and a BA in Economics (Silver Medalist) from Stella Maris College, Chennai
6.	Expertise in specific functional areas	She has analytical experience in the automotive, metals and mining and industrial sectors and she has experience in leading corporates such as HSBC in the corporate bank and in Arthur Andersen in corporate finance.
7.	Date of first appointment to the Board	29/01/2018
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 FY 2024-25	₹ 4,35,000/- (Sitting Fees)
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	Nil
12.	Relationship between director inter-se Relationship with Directors:	Relationship with Directors: Daughter of Mr. T K Balaji, Director and Sister of Mr. Arvind Balaji, Managing Director.
13.	No. of Board Meetings attended / held during the year 2024-25	4/5
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. Lucas Indian Service Limited 4. Lucas TVS Limited 5. Delphi-TVS Technologies Limited 6. TVS Automotive Systems Limited 7. Cheema TVS Industrial Ventures Private Limited 8. Synergy Shakthi Renewable Energy Private Limited 9. Punarvasu Swasthi Private Limited 10. Hastham Swasthi Private Limited 11. Adyar Property Holding Company Private Limited 12. Tamil Nadu Skill Development Corporation 13. Sai Security Printers Private Limited 14. TVS Training and Services Limited 15. Sai Press (India) Pvt Ltd 16. Twentythree 80 Asset Managers LLP
15.	Listed entities from which the Director has resigned in the past three years	Nil
16.	Chairpersonship/Membership in committees of other Entities	<ol style="list-style-type: none"> 1. Member of Audit Committee at Lucas Indian Service Limited 2. Member of CSR Committee at Delphi TVS Technologies Limited and Lucas TVS Limited



Notice to Shareholders (Contd.)

ITEM NO. 5

S No.	Category	Particulars
1.	Name of the Director	Mr. Arvind Balaji (DIN: 00557711)
2.	Designation/category of the Director	Managing Director
3.	Date of Birth & Age	December 8, 1974 / 50 Years
4.	Nationality	Indian
5.	Qualification	Bachelor's degree in Mechanical Engineering from BITS Pilani Master's degree in Manufacturing Systems Engineering from Stanford University MBA in Finance from Wharton School, University of Pennsylvania.
6.	Brief Profile and nature of expertise in specific functional area and experience	Mr. Arvind Balaji presently holds the position of Managing Director of Lucas TVS Limited and Managing Director of India Nippon Electricals Limited. Prior to joining Lucas TVS, Mr. Arvind Balaji worked in the investment banking division of Bank of America in the General Industrials group where he focused on helping automotive companies in financing and M&A transactions. Mr. Arvind Balaji also worked at Oracle Corporation in their consulting division. Mr. Arvind Balaji is also a Past President (2015-16) of the Automotive Component Manufacturers Association (ACMA) and led the Technology, Safety and Regulatory (TSR) Committee of ACMA (2017-18).
7.	Date of first appointment to the Board	25-10-2008
8.	Terms and Conditions of appointment / reappointment	Not Applicable. The terms and conditions of his re-appointment is based on the terms approved by shareholders through a special resolution at the Annual General Meeting held on 21 st September 2022.
9.	Remuneration last drawn for the FY 2024-25	Rs. 384.46 lakhs
10.	Revised Remuneration sought to be paid	The remuneration payable to Mr. Arvind Balaji consists of salary, allowances, perquisites, retirement benefits etc. as per the rules of the Company and in accordance with the Remuneration Policy adopted by the Company. Approval of the shareholders is requested by way of an enabling resolution in case the revised remuneration exceeds the limits prescribed under the provisions of Regulation 17(6)(e) of the Listing Regulations.
11.	No. of Shares held	Nil
12.	Relationship between director inter-se Relationship with Directors:	Son of Mr. T K Balaji, Chairman and Brother of Ms. Priyamvada Balaji, Non – Executive Director
13.	No of Board Meetings attended / held during the year 2024-25	5/5
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. Lucas Indian Service Limited 4. Lucas TVS Limited 5. Delphi-TVS Technologies Limited 6. Cheema TVS Industrial Ventures Private Limited 7. Punarvasu Swasthi Private Limited 8. Hastham Swasthi Private Limited 9. TVS Training and Services Limited 10. Blue Star Engineering & Electronics Limited 11. 34PG Private Limited 12. TVS Motor Services Limited 13. Schaeffler India Limited
15.	Listed entities from which the Director has resigned in the past three years	Nil



Notice to Shareholders (Contd.)

S No.	Category	Particulars
16.	Chairpersonship/Membership in committees of other Entities	Schaeffler India Limited: Corporate Social Responsibility Committee - Chairperson Audit Committee - Member Nomination and Remuneration Committee - Member Lucas TVS Limited: Audit Committee - Member CSR Committee - Member Delphi - TVS Technologies Limited: Audit Committee - Member

CDSL E-Voting System – For Remote E-Voting and Joining Virtual meetings:

- The Ministry of Corporate Affairs and the Securities and Exchange Board of India have, vide General Circular no. 9/2024 dated 19th September, 2024 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, respectively, permitted companies to conduct their Annual General Meetings (AGMs) through video conferencing (VC) or Other Audio - Visual Means (OAVM) up to 30th September 2025. Accordingly, the forthcoming AGM of the Company will be held through video conferencing (VC) or other audio-visual means (OAVM).
- 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 8th April, 2020, 13th April, 2020 and 5th 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 authorised 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.
- 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.
- 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.
- Pursuant to MCA Circular No. 14/2020 dated 8th 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.
- 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 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.



Notice to Shareholders (Contd.)

INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period **begins on Tuesday, 16th September, 2025 at 9.00 A.M. and ends on Thursday, 18th September, 2025 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., **Friday, 12th September, 2025**, 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 9th 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 9th 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 e-voting 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	<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's website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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's website www.cdslindia.com and click on login & New System 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 Number & Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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	<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.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 above mentioned 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.

- (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



Notice to Shareholders (Contd.)

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 delinked 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 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 mandatorily the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is 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.
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 40th 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.



Notice to Shareholders (Contd.)

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 email to investors@inel.co.in/ investor@cameoindia.com on or before 12th September 2025 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 12th September, 2025 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), AADHAAR (self-attested scanned copy of Aadhaar 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 Futurex, 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 210 99 11.