



June 24, 2025

BSE Ltd 1st Floor, New Trading Ring, Rotunda building, P.J. Towers, Dalal Street, Fort, Mumbai 400 001 BSE Scrip code: 504058	National Stock Exchange of India Ltd "Exchange Plaza" Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 NSE Symbol- NIPPOBATRY
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Sub: Voting Results and Scrutinizer's report in connection with the meeting of Equity Shareholders of Indo National Limited convened as per the directions of the National Company Law Tribunal on June 21, 2025 through video conferencing ("NCLT Meeting")

Ref.: Regulations 44(3) and 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

In continuation of our letter dated June 21, 2025, please find attached herewith voting results of remote e-voting and voting at the NCLT Meeting in the matter of the Scheme of Amalgamation of Helios Strategic Systems Limited with Indo National Limited ("Company") and their respective Shareholders and Creditors ("Scheme") along with the Consolidated Scrutinizer's Report dated June 23, 2025 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014 submitted to the Chairperson of the NCLT Meeting. The voting results and the Scrutinizer's report are also being made available on the website of the Company at <https://www.nippo.in> and on the website of CDSL at www.evotingindia.com.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For Indo National Limited

J. Srinivasan
Company Secretary





Details of Results of E-Voting pursuant to Regulation 44(3) of SEB I(Listing Obligation and Disclosure Requirements) Regulations, 2015

Company Name	Indo National Limited
Date of AGM/EGM NCLT Convened Meeting	June 21, 2025
Total number of shareholders as on cut-off date	13926
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	38
Promoters and Promoter Group:	2
Public:	36

Indo National Limited | Corporate office address: Pottipati Plaza, 3rd Floor, 77, Nungambakkam High Road, Chennai – 600034.

Registered office address: No. 609, Mount Road, Lakshmi Bhawan IVth FLOOR, Chennai- 600006.

CIN No: L31909TN1972PLC006196 | feedback@nippo.in | 044-2827 2711, 044-2824 2700 | www.nippo.in



NAME OF THE COMPANY: INN-INDO NATIONAL LIMITED

SPECIAL RESOLUTION:		Pursuant to Regulation 30 read with Schedule III of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Hon`ble Tribunal Order dated April 29, 2025 in the matter of Scheme of Amalgamation between Helios Strategic Systems Ltd('Transferor Company') and Indo-National Limited('Transferee Company'), the meeting of equity shareholders of the Transferee Company is scheduled to be held on June 21,2025 at 10.00 a.m for the purpose of considering and if through fit, approving with or without modification in the said Scheme.						
Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are		No						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	4901366	4042356	82.47	4042356	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		4901366	4042356	82.47	4042356	0	100
PUBLIC-INSTITUTIONS	E-VOTING	1084	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		1084	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2597550	8538	0.33	8480	58	99.32	0.68
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		2597550	8538	0.33	8480	58	99.32
GRAND TOTAL		7500000	4050894	54.01	4050836	58	100	0

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SCRUTINIZER'S REPORT

[Pursuant to directions of the National Company Law Tribunal, Chennai Bench -II vide its order dated 29th April, 2025 in CA(CAA)/4(CHE)/2025 and Section(s) 108 and 230 to 232 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 and Rules 9 and 13 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016]

IN THE MATTER OF SCHEME OF AMALGAMATION

OF

HELIOS STRATEGIC SYSTEMS LIMITED

CIN: U74999TN2015PLC101208

(TRANSFEROR COMPANY)

WITH

INDO- NATIONAL LIMITED

CIN: L31909TN1972PLC006196

(TRANSFeree COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

To

Mr.P.Mohanraj

The Chairperson appointed for the NCLT convened meeting of the equity shareholders of Indo- National Limited ('Transferee Company')

Sub: Consolidated Scrutinizer's Report on remote e-voting process and e-voting at the Hon'ble Tribunal, convened meeting of the Equity Shareholders of Indo-National Limited ('Transferee Company') held on Saturday, 21st June, 2025 at 10.02AM (IST) through Video Conferencing /Other Audio Visual Means ("VC/OAVM"), pursuant to the Order pronounced by the Hon'ble National Company Law Tribunal, Chennai Bench ("Hon'ble Tribunal" or "NCLT") vide its order dated 29th April, 2025 in Company Application No. CA(CAA)/4 (CHE)/2025.

Sir,

I, **SriramAnanth.V**, Advocate have been appointed by the Hon'ble National Company Law Tribunal ("NCLT"), vide its order dated 29th April, 2025 in Company Application No. CA(CAA)/4 (CHE)/2025, as the Scrutinizer for the purpose of

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scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner of the Meeting of the Equity Shareholders of Indo- National Limited ("Transferee Company"), convened by the said order of NCLT on Saturday, 21st June, 2025 at 10:02 A.M (IST) through Video Conferencing /Other Audio Visual Means ("VC/OAVM"), pursuant to the provisions of the Section 230 to 232 of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactments thereof for the time being in force), and other applicable provisions of the Act read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for the approval of the Scheme of Amalgamation between Helios Strategic Systems Limited ("Transferor Company") and Indo- National Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme of Amalgamation" or "Scheme").

Subject to the above, I do hereby submit my report as under:

1. In view of the directions of the Hon'ble NCLT vide its order the Meeting was conducted through VC/OAVM.
2. Further as permitted under the various circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI Circulars, the copy of the Notice of the Equity Shareholders Meeting along with the Explanatory Statement pursuant to Section 230(3) read with Section 102 of the Act and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, copy of Scheme and all other annexures to such statement along with the corrigendum to such notice to BSE Limited and National Stock Exchange of India Ltd were disseminated on 16th May, 2025 and through electronic mode by Cameo Corporate Services Limited via e-mail to those equity shareholders whose email address were registered with the Company/ Depositories and

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whose names appeared in the register of members/beneficial owners as on benpos date i.e. on Friday, 09th May, 2025 ("Cut-off date"). Further, equity shareholders whose email addresses were not registered with the Company/ Depositories the notice together with the documents accompanying the same, were sent through registered post on 17th May, 2025. The Company had also published the notice on its website www.nippo.in. and were also available in the website of BSE Limited ("BSE") at www.bseindia.com, National Stock Exchange of India Limited ("NSE") at www.nseindia.com and also on the website of the e-voting agency, i.e. Central Depository Services (India) Limited (CDSL) at www.evoting.cdsl.com. In compliance with said NCLT Order, Meeting Notice was also sent to various statutory authorities as directed by Hon'ble NCLT, through physical mode on 19th May, 2025.

In addition, as directed by the NCLT Order, the Company has on 17th May, 2025, published a notice by way of advertisement intimating, the convening and holding of the Meetings of Equity Shareholders of the Company, in Business Standard (All India Edition) and MakkalKural (Tamil Nadu Edition) newspapers and the same was also submitted with stock exchanges and the was also published on the website of the Company www.nippo.in.

3. The Company had provided to its Equity Shareholders the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by Central Depository Services (India) Limited (CDSL) by (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.

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4. The remote e-voting period commenced on Wednesday, 18th June, 2025 at 9:00 a.m. (IST) and ended on Friday, 20th June 2025 at 5:00 p.m. (IST).
5. The equity shareholders of the Company as on the Cut-off Date, as set out in the Notice in terms of said NCLT Order, were entitled to vote on the proposed resolution as set-out in the Notice and their voting rights were in proportion to their respective share in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. During the course of the said meeting the Chairman after reading out the resolution, directed the management to explain the rationale, salient features and objective of the scheme. The same was explained by the management and thereafter, the Chairman directed commencement of e-voting. After the conclusion of the e-voting, the final report was downloaded from my login.
7. In compliance with the order of the Hon'ble Tribunal, the meeting of the Equity Shareholders of INDO-NATIONAL LIMITED was convened on Saturday, 21.06.2025 at 10:02 A.M. through virtual mode (VC/OA VM mode) and as directed by this Hon'ble Tribunal. The quorum fixed for the meeting was 2,780 (Two thousand seven hundred and eighty only) Equity shareholders, however, only 33 equity shareholders joined the meeting. The said quorum was not present at the scheduled time. Therefore, the meeting was adjourned for want of quorum for 30 minutes and there after persons present at the meeting shall be deemed to constitute the quorum. Accordingly, the meeting was called to order by the Chairperson at 10:32 AM.

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8. Upon reconvening the meeting, 38 Equity share holders attended and an opportunity to vote was given to Equity shareholders who had not availed the remote e-voting. The meeting concluded at 10:37 A.M. (IST) Thereafter, the voting was unblocked by me on the CDSL e-voting platform at approximately at 11:10 A.M.

9. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR"); (iii) the SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") and; (iv) the Order in this regard. The Management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting system.

10. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process (i.e. Remote e-voting prior to the meeting and e-voting at the Meeting) is restricted to scrutinize remote e-voting process prior to the meeting and e-voting process during the Meeting in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice and 'invalid' votes, based on the reports generated from the e-voting system provided by CDSL.

11. Remote e-voting and e-voting process

The remote e-voting commenced on Wednesday, 18th June, 2025 at 9:00 a.m. (IST) and ended on Friday, 20th June 2025 at 5:00 p.m. (IST). Thereafter, the votes cast during Remote e-voting were unblocked on Saturday, 21st June,

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2025 after the conclusion of the Meeting at 11.10.A.M. It is pertinent to note that no votes have been casted during the e-Voting.

12. The Resolution placed before the Equity Shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Equity Shareholders of the Company are given below:

Resolution-

"RESOLVED THAT that pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of the Companies Act, 2013, the Rules, circulars, and modifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as may be applicable read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (the "SEBI Master Circular") as amended from time to time and such other requisite Circulars, applicable provisions, if any, of the Income Tax Act, 1961, and any other applicable law/statutes, subject to the requisite clauses of the Memorandum and Articles of Association of the Company and subject to the requisite approval(s), permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed by the Hon'ble National Company Law Tribunal, Chennai Bench (hereinafter also referred to as "Tribunal" or "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the

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proposed amalgamation embodied in the Scheme of Amalgamation by way of Merger of Helios Strategic Systems Ltd ("Transferor company") into Indo-National Ltd ("Transferee company") with their respective Shareholders and Creditors placed before this meeting and initialled by the Chairperson for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT *for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Hon'ble NCLT Chennai Bench while sanctioning the Scheme, or by any Governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the Securities and Exchange Board of India, the Hon'ble NCLT Chennai Bench, and/or any other authority, are in its view not acceptable to Indo National Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."*

13. The results of the voting seeking approval of Equity Shareholders of the Company to the proposed scheme is as under:



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Votes in favour of the resolution for the meeting of Equity Shareholders including the Promoter/Promoter Group:

i. Votes in favour of the resolution

Mode of voting	Number of Equity Shareholders who voted (In favour)	% of the total number of Equity Shareholders who voted (In favour)	Number of valid votes cast by them (Number of shares) (In favour)	% total number of valid votes cast (In favour)
Remote e-voting	27	93.10%	40,50,836	99.99%
E-voting at the meeting	0	0	0	0.000%
Total	27	93.10%	40,50,836	99.99%

ii. Votes against the resolution

Mode of voting	Number of Equity Shareholders who voted (Against)	% of the total number of Equity Shareholders who voted (Against)	Number of valid votes cast by them (Number of shares) (Against)	% total number of valid votes cast (Against)
Remote e-voting	2	6.9%	58	0.01%
E-voting at the meeting	0	0	0	0
Total	2	6.9%	58	0.01%

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iii. Invalid votes

Mode of voting	Number of members voted	Number of votes declared invalid
Remote e-voting	0	0
E-voting at the meeting	0	0
Total	0	0

As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

Further, in compliance with the SEBI Master-Circular No. SEBI/HO/CFD/ POD-2/ CTR/2023/93 dated June 20, 2023, the Resolution placed before the Public equity shareholders and the results of the voting on the same through remote e-voting prior to the Meeting and e-voting process during the Meeting seeking approval of the public equity shareholders of the Company are given below:

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The result of remote e-voting prior to the Meeting and e-voting during the Meeting of public equity shareholders (excluding promoter and promoter group) provided by CDSL, on the resolution is as follows:

i. Votes in favour of the resolution (Public Holding)

Mode of voting	Number of Equity Shareholders who voted (In favour)	% of the total number of Equity Shareholders who voted (In favour)	Number of valid votes cast by them (Number of shares) (In favour)	% total number of valid votes cast (In favour)
Remote e-voting	23	92%	8,480	99.32%
E-voting at the meeting	0	0	0	0.000%
Total	23	92%	8,480	99.32%

ii. Votes against the resolution (Public Holding)

Mode of voting	Number of Equity Shareholders who voted (Against)	% of the total number of Equity Shareholders who voted (Against)	Number of valid votes cast by them (Number of shares) (Against)	% total number of valid votes cast (Against)
Remote e-voting	2	8%	58	0.68%
E-voting at the meeting	0	0%	0	0.00%
Total	2	8%	58	0.68%

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iii. Invalid votes

Mode of voting	Number of members voted	Number of votes declared invalid
Remote e-voting	0	0
E-voting at the meting	0	0
Total	0	0

In addition to the above requirements under Section 230-232 of the Act, as per Rule 10(b) of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public Shareholders in favour of the resolution are more than the number of votes cast by the Public Shareholders against it.

14. Based on the aforesaid results, I report that the proposed Resolution approving the Scheme as stated in the Notice of the meeting, has been duly passed with the requisite majority of equity shareholders on June 21, 2025. Accordingly, the Scheme stands approved by the requisite majority of Equity shareholders.

15. The electronic data pertaining to remote e-voting and e-voting conducted during the meeting are being handed over to J.Srinivasan, Company Secretary of the Company, authorised by the Board of Directors for safe keeping.

Thanking You,

Signature of the Scrutiniser

Name: V. SriramAnanth, Advocate

Place: Chennai

Date: 23.06.2025

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