

Dated 24th September 2019

1) B S E Limited

Floor 1, 'Phiroze JeeJeebhoy Towers'
Dalal Street
Mumbai - 400 001

2) The Listing Department

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (E)
MUMBAI – 400 051

Ref: Scrip Code: 504058 / ISIN: INE567A01010 / Symbol: NIPPOBATRY

Sub: Outcome of 46th Annual General meeting held on 23rd September 2019 at 3.00 p.m.


Dear Sirs,

Also we enclosed the following:-

1. Voting results as required under regulation 44 of SEBI (LODR) Regulations 2015.
2. Report of scrutinizer dated 24th Sep 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,
For Indo National Ltd



J. Srinivasan
Company Secretary



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**CONSOLIDATED SCRUTINIZER'S REPORT
(REMOTE E-VOTING & BALLOT PAPER)**

Form No. MGT-13

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015]

To,

The **Chairman** of 46th Annual General Meeting ("AGM") of the Equity Shareholders of INDO-NATIONAL LIMITED (CIN: L31909TN1972PLC006196) held on Monday, 23rd September, 2019 at 3.00 P.M. at Sri P.Obul Reddy Hall, Vani Mahal, No.103, G.N.Chetty Road, T.Nagar, Chennai – 600 017.

Dear Sir,

1. We, M. Damodaran & Associates LLP, Company Secretaries in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600 028 have been appointed as a scrutinizer by the Board of Directors of INDO-NATIONAL LIMITED ("the company") for the purpose of :

(i) Scrutinizing the e-voting process ("e- voting") under the provisions of Section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and

(ii) Voting through ballot paper under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 46th AGM of the Equity Shareholders of the Company, held on Monday, 23rd September, 2019 at 3.00 P.M. at Sri P. Obul Reddy Hall, Vani Mahal, No.103, G.N.Chetty Road, T.Nagar, Chennai – 600 017.





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2. The management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules relating to voting through electronic means [i.e. by e-voting and voting through ballot paper at the AGM] for the resolutions contained in the Notice to the 46th AGM of the Equity Shareholders of the company. Our responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by e-voting and voting through ballot paper at the AGM) is restricted to make a consolidated scrutinizer's report of the vote casted "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.





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Results of E-Voting and Ballot Paper of M/s INDO- NATIONAL LIMITED

Item No: 1

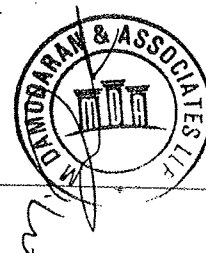
Consider and Adoption of Audited Financial Statements including the Consolidated Financial Statements for the year ended 31st March 2019 and the Board and Auditors Report thereon.

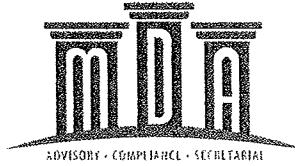
Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	34	2739355	100.00	0	0	0.00	100.00
Ballot Paper	20	20	348	100.00	0	0	0.00	100.00
Total	54	54	2739703	100.00	0	0	0.00	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0





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Item No: 2

Declaration of Dividend on equity shares for the year 2018-19.

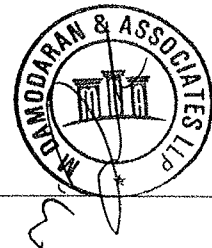
Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	33	33	2687545	100.00	0	0	0.00	100.00
Ballot Paper	20	20	348	100.00	0	0	0.00	100.00
Total	53	53	2687893	100.00	0	0	0.00	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	1	51810
Ballot Paper	0	0
Total	1	51810

4





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Item No: 3

Re-appointment of Mr. P. Dwaraknath Reddy (DIN: 00277929) as Director, who retires by rotation.

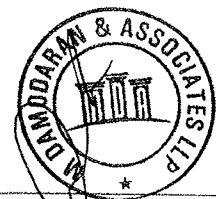
Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	33	2687545	98.11	1	51810	1.89	100.00
Ballot Paper	20	20	348	100.00	0	0	0.00	100.00
Total	54	53	2687893	98.11	1	51810	1.89	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0

5





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Item No: 4

Re-appointment of Mr. R. P. Khaitan (DIN: 00015801) as Director, who retires by rotation.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	33	2687545	98.11	1	51810	1.89	100.00
Ballot Paper	20	18	339	97.41	2	9	2.59	100.00
Total	54	51	2687884	98.11	3	51819	1.89	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0





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Item No: 5

Re-appointment of Mr. P. Aditya Reddy (DIN: 00482051) as Director, who retires by rotation.

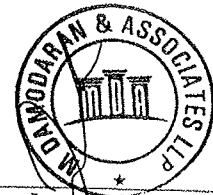
Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	33	2687545	98.11	1	51810	1.89	100.00
Ballot Paper	20	20	348	100.00	0	0	0.00	100.00
Total	54	53	2687893	98.11	1	51810	1.89	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0

7





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Item No: 6

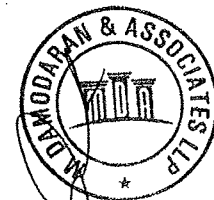
Re-appointment of Mr. S. Obul Reddy (DIN: 00027829) as Director, who retires by rotation.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	33	2687545	98.11	1	51810	1.89	100.00
Ballot Paper	20	20	348	100.00	0	0	0.00	100.00
Total	54	53	2687893	98.11	1	51810	1.89	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0





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Special Business

Item No: 7

Re-Appointment of Mr. P. Dwaraknath Reddy (DIN: 00277929) as Managing Director of the Company for a period of one year w.e.f. 1st October 2019 and fixing the remuneration.

Passed as a Special Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	33	2687545	98.11	1	51810	1.89	100.00
Ballot Paper	20	19	343	98.56	1	5	1.44	100.00
Total	54	52	2687888	98.11	2	51815	1.89	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0





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Item No: 8

Re-appointment of Mr. R. P. Khaitan (DIN: 0015801) as Joint Managing Director of the Company for a period of one year w.e.f 1st October 2019 and fixing the remuneration.

Passed as a Special Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	33	2687545	98.11	1	51810	1.89	100.00
Ballot Paper	20	20	348	100.00	0	0	0.00	100.00
Total	54	53	2687893	98.11	1	51810	1.89	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0

10





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Item No: 9

Continuation of payment of remuneration to Mr. P. Aditya Reddy (DIN: 00482051) Joint Managing Director of the company for a period of two years effective from 1st July 2019.

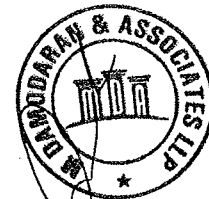
Passed as a Special Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	32	2687535	98.11	2	51820	1.89	100.00
Ballot Paper	20	19	343	98.56	1	5	1.44	100.00
Total	54	51	2687878	98.11	3	51825	1.89	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0

11





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Item No: 10

Approval for related party transaction with M/s. Associated Electrical Agencies for a period from 1st October 2019 to 30th September, 2022.

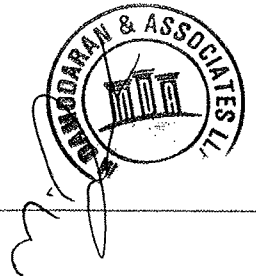
Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	27	26	595781	92.00	1	51810	8.00	100.00
Ballot Paper	20	16	332	95.40	4	16	4.60	100.00
Total	47	42	596113	92.00	5	51826	8.00	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	7	2091764
Ballot Paper	0	0
Total	7	2091764

12





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Item No: 11

Approval for related party transaction with M/s. Apex Agencies for a period from 1st October 2019 to 30th September, 2022.

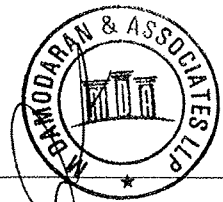
Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	27	26	595781	92.00	1	51810	8.00	100.00
Ballot Paper	20	18	341	97.99	2	7	2.01	100.00
Total	47	44	596122	92.00	3	51817	8.00	100.00

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	7	2091764
Ballot Paper	0	0
Total	7	2091764

13





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Item No: 12

Approval for payment of remuneration to Cost Auditor Mr. P.Raju Iyer for the Financial year ending 31st March, 2020.

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total valid Ballot Paper received & valid e-voting casted (3)+(6)	Favor			Against			Total % of valid Votes in Favor & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	34	2739355	100.00	0	0	0.00	100.00
Ballot Paper	20	19	346	99.43	1	2	0.57	100
Total	54	53	2739701	100.00	1	2	0.00	100

Details of Abstained Votes:

Mode of Voting	Total number of members whose votes were abstained	Total number of votes abstained
E-Voting	0	0
Ballot Paper	0	0
Total	0	0





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Note: There were no invalid votes cast for the above said resolutions.

3.The electronic data and all other relevant records relating to e voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,
Yours faithfully,

For **M Damodaran & Associates LLP**

M. Damodaran
Managing Partner
Membership No: 5837
CP No: 5081



Place: Chennai
Date : 24.09.2019

