

Ref: SEC/JS/ 2019-20

May 30, 2019

The B S E Limited
Corporate Relationship Department
2ndFloor, New Trading Ring,
Phiroze JeeJeebhoy Towers'
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Ltd.
"Exchange Plaza", 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), MUMBAI – 400 051

Stock Code : BSE: NIPPOBATRY

NSE: Stock Code : 504058

Dear Sirs,

Sub : Annual Secretarial Compliance Report for the year ended 31st March, 2019

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08thFebruary, 2019, we submit the Annual Secretarial Compliance Report of the Company for the year ended 31stMarch, 2020.

Kindly take the disclosure on record.

Thanking you,

Yours faithfully
For INDONATIONAL LIMITED



J. Srinivasan
Company Secretary

Encl: As above



M DAMODARAN & ASSOCIATES LLP
www.mdassociates.co.in

**SECRETARIAL COMPLIANCE REPORT OF INDO- NATIONAL LIMITED FOR THE
YEAR ENDED 31.03.2020**

We M Damodaran & Associates LLP have examined:

- a) all the documents and records made available to us and explanation provided by Indo- National Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 (2019-20) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – *Not Applicable*.





- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not Applicable*.
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not Applicable*.
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not Applicable*.
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

The Listed entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder from time to time to the extent applicable, including SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 on changes in terms of appointment of Statutory Auditors, the Company has amended the terms of appointment of the Statutory Auditor to give effect to the said circular.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL			

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Nil			

For **M DAMODARAN & ASSOCIATES LLP**

Place: Chennai
Date : 03.07.2020

M. DAMODARAN
Managing Partner
Membership No.: 5837
COP. No.: 5081
ICSI UDIN No.: F005837B000412287