

Dated 28th September 2022

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: INE567A01028 / Symbol: NIPPOBATRY

Sub: Outcome of 49th Annual General meeting held on 27th September 2022 at 3.00 p.m.

Dear Sirs,

Pl. find enclosed the following:

Report of scrutinizer dated 28th Sep 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Indo National Ltd

J. Srinivasan

Company Secretary



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

CONSOLIDATED SCRUTINIZER'S REPORT (Remote e-voting & e-voting at the AGM)

Form No. MGT 13

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The **Chairman** of 49th Annual General Meeting ("AGM") of the Equity Shareholders of INDO-NATIONAL LIMITED (CIN: L31909TN1972PLC006196) held on Tuesday, 27th September, 2022 at 03.00 P.M (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Dear Sir,

1. I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries had been appointed as a Scrutinizer by the Board of Directors of INDO-NATIONAL LIMITED ("the Company") for scrutinizing the remote e-voting and e-voting at the AGM pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the below mentioned resolutions proposed at the 49th AGM of the Equity Shareholders of the Company held on Tuesday, 27th September, 2022 at 03.00 P.M (IST) through VC, submit my report as under:
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 remote e-voting and e-voting at the AGM] for the resolutions contained in the Notice of the 49th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through electronic means [i.e by remote e-voting and e-voting at the AGM] is restricted to make a consolidated Scrutinizer's Report of the vote cast "in favor" or "against" the resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), engaged by the Company to provide the facilities of voting through electronic means (i.e by remote e-voting and e-voting at the AGM).

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3. The remote e-voting commenced on September 24, 2022 (Saturday) at 09.00 A.M (IST) and ended on September 26, 2022 (Monday) at 05.00 P.M. (IST).
4. The Equity Shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on September 20, 2022 (Tuesday), i.e. cut-off date, were entitled to vote on the resolutions stated in the Notice of the 49th AGM of the Company.
6. As per the information given by the Company the names of the Equity Shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those Equity Shareholders who had attended the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the AGM.
7. On completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked and downloaded on Tuesday, September 27, 2022 at 3.40 P.M (IST) in presence of two witnesses who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favor or against for all the resolutions proposed in the Notice of the AGM are as under:





**CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE AGM 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, 2022 and the Board's and Auditors Report thereon.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	48	45	5110389	98.22	3	92466	1.78	100
e-voting at the AGM	3	3	6	100	0	0	0	100
Total	51	48	5110395	98.22	3	92466	1.78	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	1	159
e-voting at the AGM	0	0
Total	1	159



Item No: 2

Declaration of Dividend on equity shares for the year 2021-22.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	48	45	5110389	98.22	3	92466	1.78	100
e-voting at the AGM	3	3	6	100	0	0	0	100
Total	51	48	5110395	98.22	3	92466	1.78	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	1	159
e-voting at the AGM	0	0
Total	1	159



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 e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	49	44	4932671	94.80	5	270343	5.20	100
e-voting at the AGM	3	3	6	100	0	0	0	100
Total	52	47	4932677	94.80	5	270343	5.20	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0

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 e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	49	43	4932571	94.80	6	270443	5.20	100
e-voting at the AGM	3	3	6	100	0	0	0	100
Total	52	46	4932577	94.80	6	270443	5.20	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0



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 e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	49	43	4932296	94.80	6	270718	5.20	100
e-voting at the AGM	3	3	6	100	0	0	0	100
Total	52	46	4932302	94.80	6	270718	5.20	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0



Item No: 6

Re-appointment of Mr. M. Sankara Reddy (DIN: 07212025) as Director, who retires by rotation.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	49	43	4932296	94.80	6	270718	5.20	100
e-voting at the AGM	3	3	6	100	0	0	0	100
Total	52	46	4932302	94.80	6	270718	5.20	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0



Item No: 7

Re-appointment of M/s. G. Balu Associates LLP, Chartered Accountants, (Firm Registration No. 000376S/S200073) as Statutory Auditors of the Company for a second term of five years.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	48	44	4932671	94.81	4	270184	5.19	100
e-voting at the AGM	3	3	6	100	0	0	0	100
Total	51	47	4932677	94.81	4	270184	5.19	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	1	159
e-voting at the AGM	0	0
Total	1	159



Special Business

Item No: 8

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, 2022 and fixing the remuneration.

Passed as a Special Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	49	42	4932251	94.80	7	270763	5.20	100
e-voting at the AGM	3	3	6	100	0	0	0	100
Total	52	45	4932257	94.80	7	270763	5.20	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0





Item No: 9

Approval to hold office or place of profit as Advisor by Mr. M. Sankara Reddy, who is a Director of the company, for a period of one year w.e.f 01st April 2022.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	48	42	4932260	94.80	6	270595	5.20	100
e-voting at the AGM	3	2	4	66.67	1	2	33.33	100
Total	51	44	4932264	94.80	7	270597	5.20	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	1	159
e-voting at the AGM	0	0
Total	1	159



Item No: 10

Re-Appointment of Mr. R. P. Khaitan (DIN: 00015801) as Joint Managing Director of the Company for a period of one year w.e.f. 1st October, 2022 and fixing the remuneration.

Passed as a Special Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	49	40	4932115	94.79	9	270899	5.21	100
e-voting at the AGM	3	2	4	66.67	1	2	33.33	100
Total	52	42	4932119	94.79	10	270901	5.21	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	0	0
e-voting at the AGM	0	0
Total	0	0



Item No: 11

Approval for related party transaction with M/s. Radiohms Agencies for a period from 1st October, 2022 to 30th September, 2023.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	43	37	4220295	93.98	6	270345	6.02	100
e-voting at the AGM	3	2	4	66.67	1	2	33.33	100
Total	46	39	4220299	93.98	7	270347	6.02	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	6	712374
e-voting at the AGM	0	0
Total	6	712374



Item No: 12

Approval for related party transaction with M/s. RAL Consumer Products Limited for a period from 1st October, 2022 to 30th September, 2023.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	43	37	4220295	93.98	6	270345	6.02	100
e-voting at the AGM	3	2	4	66.67	1	2	33.33	100
Total	46	39	4220299	93.98	7	270347	6.02	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	6	712374
e-voting at the AGM	0	0
Total	6	712374



Item No: 13

Approval for related party transaction with M/s. Associated Electrical Agencies for a period from 1st October, 2022 to 30th September, 2025.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	44	38	771055	74.03	6	270443	25.97	100
e-voting at the AGM	3	2	4	66.67	1	2	33.33	100
Total	47	40	771059	74.03	7	270445	25.97	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	5	4161516
e-voting at the AGM	0	0
Total	5	4161516



Item No: 14

Approval for related party transaction with M/s. Apex Agencies for a period from 1st October, 2022 to 30th September, 2025.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	44	37	771053	74.03	7	270445	25.97	100
e-voting at the AGM	3	2	4	66.67	1	2	33.33	100
Total	47	39	771057	74.03	8	270447	25.97	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	5	4161516
e-voting at the AGM	0	0
Total	5	4161516



Item No: 15

Approval for payment of remuneration to Cost Auditor Mr. P. Raju Iyer for the financial year ending 31st March, 2023.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	48	43	4932669	94.81	5	270186	5.19	100
e-voting at the AGM	3	2	4	66.67	1	2	33.33	100
Total	51	45	4932673	94.81	6	270188	5.19	100

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-voting	1	159
e-voting at the AGM	0	0
Total	1	159





9. The electronic data and all other relevant records relating to remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company 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
COP No.: 5081
FRN: L2019TN006000
PR 1374/2021
ICSI UDIN: F005837D001064391



Place: Chennai
Date: 28.09.2022