

Ref: SEC:JS:

September 24, 2015

BSE Limited
Floor 1, 'Phiroze Jeejeebhoy Towers'
Dalal Street
Mumbai - 400 001

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

Dear Sir,

Please find enclosed the Proceedings of the Annual General Meeting (AGM) of our Company held on September 23, 2015 and declaration of results under Clause 35A of the Listing Agreement.

Thanking you,

Yours faithfully,
For INDO NATIONAL LIMITED



J. Srinivasan
Company Secretary

Encl: As above.

Dt: 24th September 2015

Proceedings of the Annual General Meeting and declaration of results under clause 35A of the listing agreement:

Name of the Company	:	Indo national limited
Date of AGM	:	23 rd September 2015
Total no of share holders as on book closure	:	6203
No.of share holders either present in person or proxy	:	428
Promoters and promoters group	:	16(In person -3 +13 proxies)
Public	:	412
No.of share holders attended the meeting though Video conference	:	No video conference was established at AGM

Details of Agenda:

Resolution required ordinary/special	Details enclosed
Mode of Voting	1. E-Voting and 2. Option provided to share holders to exercise their vote through Physical ballot form.
All the 10 resolutions placed before share holders have been passed with requisite majority.	

1. Adoption of Annual Accounts for the year ended 31st March 2015.
2. Rs.25/- (250%) per share dividend was declared for the Financial Year 1st April 2014 to 31st March 2015.



3. Appointment of Mr. P.Aditya Reddy as Director of the Company liable to retire by rotation.
4. Appointment of Mr. M.Subramanyam, as Director of the Company liable to retire by rotation.
5. Ratify the Appointment of M/s. P. Srinivasan & Co., Chartered Accountants as Auditors of the Company until the conclusion of the 44th Annual General Meeting of the Company.

Special Business:

6. Approval of Related party transactions as per SEBI circular dated 07th April 2014 by Special Resolution - Associated Electrical Agencies.
7. Approval of Related party transactions as per SEBI circular dated 07th April 2014 by Special Resolution - Apex Agencies.
8. Approval of Related party transactions as per SEBI circular dated 07th April 2014 and U/s. 188 of the Companies Act, 2013 by Special Resolution – Radiohms Agencies.
9. Approval of Related party transactions as per SEBI circular dated 07th April 2014 and U/s. 188 of the Companies Act, 2013 by Special Resolution – RAL Consumer products Ltd.
10. Approve the remuneration of the Cost Accountant - Mr. P. Raju Iyer for the financial year ended 31st March 2016.

In case of POLL/POSTAL BALLOT/ E-VOTING:

1. Adoption of Annual Accounts for the year ended 31st March 2015.



Promoter public	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes for	No. of Votes - against	% of Votes in favour on votes polled $6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoters and Promoters group	2806920	2806914	99.99	2806914	nil	100	nil
Public institutional share - holders	50	nil	nil	nil	nil	nil	nil
Public others	943030	134647	14.27	134497	150	99.88	0.12
Total	3750000	2941561		2941411	150		

In case of POLL/POSTAL BALLOT/ E-VOTING:

2. Rs.25/- (250%) per share dividend was declared for the Financial Year 1st April 2014 to 31st March 2015.

Promoter public	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes for	No. of Votes - against	% of Votes in favour on votes polled $6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoters and Promoters group	2806920	2806914	99.99	2806914	nil	100	nil
Public institutional share - holders	50	nil	nil	nil	nil	nil	nil



Public others	943030	134647	14.27	134497	150	99.88	0.12
Total	3750000	2941561		2941411	150		

In case of POLL/POSTAL BALLOT/ E-VOTING:

3. Appointment of Mr. P.Aditya Reddy as Director of the Company liable to retire by rotation.

Promoter	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes for	No. of Votes - against	% of Votes in favour on votes polled 6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoters group	2806920	2806914	99.99	2806914	nil	100	nil
Public institutional share - holders	50	nil	nil	nil	nil	nil	nil
Public others	943030	134647	14.27	134497	150	99.88	0.12
Total	3750000	2941561		2941411	150		

In case of POLL/POSTAL BALLOT/ E-VOTING:

4. Appointment of Mr. M.Subramanyam, as Director of the Company liable to retire by rotation.



Promoter public	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes for	No. of Votes - against	% of Votes In favour on votes polled $6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoters and Promoters group	2806920	2806914	99.99	2806914	nil	100	nil
Public institutional share - holders	50	nil	nil	nil	nil	nil	nil
Public others	943030	134647	14.27	134497	150	99.88	0.12
Total	3750000	2941561		2941411	150		

In case of POLL/POSTAL BALLOT/ E-VOTING:

5. Ratify the Appointment of M/s. P. Srinivasan & Co., Chartered Accountants as Auditors of the Company until the conclusion of the 44th Annual General Meeting of the Company.

Promoter public	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes for	No. of Votes - against	% of Votes in favour on votes polled $6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoters and Promoters group	2806920	2806914	99.99	2806914	nil	100	nil
Public	50	nil	nil	nil	nil	nil	



isntitutio nal share - holders							
Public others	943030	134647	14.27	134494	153	99.88	0.12
Total	3750000	2941561		2941411	153		

In case of POLL/POSTAL BALLOT/ E-VOTING:

6. Approval of Related party transactions as per SEBI circular dated 07th April 2014 by Special Resolution - Associated Electrical Agencies.

Promoter	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes for	No. of Votes - against	% of Votes in favour on votes polled 6)=[(4)/(2)]*100	% of Votes against on votes polled (7) =[(5)/(2)]*100
Promoters and Promoters group	2806920	2806914	99.99	2806914	nil	100	nil
Public isntitutio nal share - holders	50	nil	nil	nil	nil	nil	nil
Public others	943030	134647	14.27	134497	150	99.88	0.12
Total	3750000	2941561		2941411	150		

In case of POLL/POSTAL BALLOT/ E-VOTING:

7. Approval of Related party transactions as per SEBI circular dated 07th April 2014 by Special Resolution - Apex Agencies.



Promoter public	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes for	No. of Votes - against	% of Votes in favour on votes polled $6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoters and Promoters group	2806920	2806914	99.99	2806914	nil	100	nil
Public isntitutio nal share - holdrers	50	nil	nil	nil	nil	nil	nil
Public others	943030	134647	14.27	134497	150	99.88	0.12
Total	3750000	2941561		2941411	150		

In case of POLL/POSTAL BALLOT/ E-VOTING:

8. Approval of Related party transactions as per SEBI circular dated 07th April 2014 and U/s. 188 of the Companies Act, 2013 by Special Resolution – Radiohms Agencies.

Promoter public	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes for	No. of Votes - against	% of Votes in favour on votes polled $6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoters and Promoters group	2806920	2499670	89.05	2499670	nil	100	nil
Public isntitutio	50	nil	nil	nil	nil	nil	



Public share - holders							
Public others	943030	134497	14.26	134347	150	99.88	0.12
Total	3750000	2941561		2941411	150		

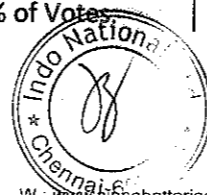
In case of POLL/POSTAL BALLOT/ E-VOTING:

9.Approval of Related party transactions as per SEBI circular dated 07th April 2014 and U/s. 188 of the Companies Act, 2013 by Special Resolution – RAL consumer products ltd.

Promoter	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes for	No. of Votes - against	% of Votes in favour on votes polled $6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoters and Promoters group	2806920	2499670	89.05	2499670	nil	100	nil
Public institutional share - holders	50	nil	nil	nil	nil	nil	nil
Public others	943030	134497	14.26	134347	150	99.88	0.12
Total	3750000	2941561		2941411	150		

10.Approve the remuneration of the Cost Accountant - Mr. P. Raju Iyer for the financial year ended 31st March 2016.

Promoter	no of shares	No. of votes	% of Votes Polled on	No. of Votes	No. of	% of Votes in	% of Votes
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public	held	polled	outstanding shares (3)=[(2)/(1)]*100	for	Votes - against	favour on votes polled 6)=[(4)/(2)]*100	against on votes polled (7) =[(5)/(2)]*100
Promoters and Promoters group	2806920	2806914	99.99	2806914	nil	100	nil
Public institutional share-holders	50	nil	nil	nil	nil	nil	nil
Public others	943030	134647	14.27	134497	150	99.88	0.12
Total	3750000	2941561		2941411	150		

Thanking you

Yours faithfully

For Indo National Ltd



J.Srinivasan

Company Secretary

New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

CONSOLIDATED SCRUTINIZER'S REPORT

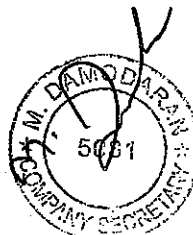
(REMOTE E VOTING AND INSTA POLL)

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 42nd Annual General Meeting of the Equity Shareholders of **INDO-NATIONAL LTD** held on the 23rd September 2015 at 2.30 PM at Sri P.Obul Reddy Hall, Vani Mahal, No.103, G.N.Chetty Road, T.Nagar, Chennai-600017.

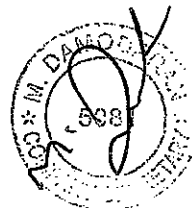
1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of **INDO- NATIONAL LTD** (the company) for the purpose of:
 - (i) Scrutinizing the e-voting process (remote e- voting) under the provisions of section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
 - (ii) Poll through Ballot paper under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 42nd Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 23rd September 2015 at 2.30 PM at Sri P.Obul Reddy Hall, Vani Mahal, No.103, G.N.Chetty Road, T.Nagar, Chennai-600017.





2. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by way of ballot paper at the AGM] for the resolutions contained in the Notice to the 42nd AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Poll by way of Ballot paper at AGM) is restricted to make a consolidated scrutinizer's report of the voted cast "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL (Central Depository Services Limited) engaged by the company to provide e-voting facilities for voting through electronic means.
3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e by remote e voting and Poll by way of Ballot papers at the AGM as under:

INDO- NATIONAL LTD E VOTING & INSTA POLL REPORT											
Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ball-ots	Votes	Percentage	Ball ots	Votes	Perce ntage	Ball ots	Votes	Perce ntage
Item No. 1: To receive, consider and adopt the Directors Report, Audited Balance Sheet of the Company as at March 31st, 2015 and the statement of Profit and Loss for the year ended that date together with the reports of the Auditors thereon. (As an Ordinary resolution)	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	44	42	2941411	99.99	2	150	0.01	-	-	-
Item No. 2: To declare a	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-



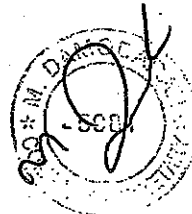


M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



Dividend on equity shares (As an Ordinary resolution)	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	44	42	2941411	99.99	2	150	0.01	-	-	-
Item No. 3: To appoint a Director in the place of Mr.P. Aditya Reddy (DIN: 00482051), who retires by rotation under Article 147 of the Articles of Association of the Company and as per applicable provisions of the Companies Act 2013, and who, being eligible offers himself for re-appointment (As an Ordinary resolution)	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	44	42	2941411	99.99	2	150	0.01	-	-	-
	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-
Item No. 4: To appoint a Director in the place of Mr.M.Subramanyam (DIN: 01934138) who retires by rotation under Article 147 of the Articles of Association of the Company and as per applicable provisions of the Companies Act 2013, and who, being eligible offers himself for re-appointment. (As an Ordinary resolution)	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	44	42	2941411	99.99	2	150	0.01	-	-	-



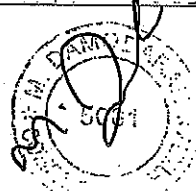


M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



Item No. 5: To ratify the appointment of P. Srinivasan & Co., Chartered Accountants (Registration no: 0040545) as the auditors of the Company to hold office till the conclusion of the 44th AGM of the company (As an Ordinary resolution)	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	2	368	0.01	1	3	-	-	-	-
	TOTAL	44	41	2941408	99.99	3	153	0.01	-	-	-
Item No.6: Approval for related party transactions entered / to be entered by the company with M/s. Associated Electrical Agencies u/s 188 of the Companies Act, 2013. (As a Special resolution)	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	44	42	2941411	99.99	2	150	0.01	-	-	-
Item No.7: Approval for related party transactions entered / to be entered by the company with M/s. Apex Agencies u/s 188 of the Companies Act, 2013. (As a Special resolution)	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	44	42	2941411	99.99	2	150	0.01	-	-	-
Item No.8: Approval for related party transactions entered / to be entered by the company with M/s. Radiohms	E VOTING	38	36	2633796	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	41	39	2634167	99.99	2	150	0.01	-	-	-





M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



Agencies u/s 188 of the Companies Act, 2013 (As a Special resolution)											
Item No.9: Approval for related party transactions entered / to be entered by the company with M/s.RAL Consumer Products Ltd u/s 188 of the Companies Act, 2013 (As a Special resolution)	E VOTING	38	36	2633796	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	41	39	2634167	99.99	2	150	0.01	-	-	-
Item No.10: To approve the remuneration of the Cost Auditor for the financial year ending March 31,2016 to Mr. P. Raju Iyer, (Firm Registration No.102146) Cost accountant appointed by the Board of Directors of the Company, be paid the remuneration of Rs.25,000/- Plus out of pocket expense to conduct the audit of the cost records of the Company. (As a Special resolution)	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	3	371	0.01	-	-	-	-	-	-
	TOTAL	44	42	2941411	99.99	2	150	0.01	-	-	-





M. DAMODARAN & ASSOCIATES



Practicing Company Secretaries

4. The electronic data and all other relevant records relating to e voting is under my 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,


M. Damodaran
Practicing Company Secretary
Membership No. 5837

Place: Chennai

Date: 24.09.2015