

Dt: 26th September 2014

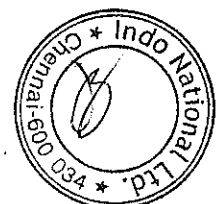
Proceedings of the Annual General Meeting:

Name of the Company	:	Indo national limited
Date of AGM	:	26 th September 2014
Total no of share holders as on book closure	:	5975
No.of share holders either present in person or proxy	:	278
Promoters and promoters group	:	20(In person -3 +15 proxies)
Public	:	258
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 and no member was exercised that option.
All the 11 resolutions placed before share holders have been passed with requisite majority.	

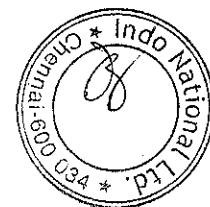
1. Adoption of Annual Accounts for the year ended 31st March 2014.
2. Rs.20/- (200%) per share dividend was declared for the Financial Year 1st April 2013 to 31st March 2014.



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

Special Business:

6. Appointment of Mr. N. Ramesh Rajan, as Independent Director of the Company not liable to retire by rotation for 5 years.
7. Appointment of Mrs. Lakshmmi Subramanian as Independent woman Director of the Company not liable to retire by rotation for 5 years.
8. Re- Appointment of Mr.P.Dwaraknath Reddy as Managing Director of the Company for 3 (Three) years.
9. Re- Appointment of Mr.R.P. Khaitan as Joint Managing Director of the Company for 3 (Three) years.
10. Approval of 1% of the Net Profits of the Company be paid and distributed amongst the Non-Executive Independent Directors of the Company.
11. Approval of Related party transactions U/s. 188 of the Companies Act, 2013.



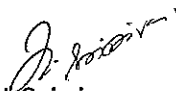
**In case of POLL/POSTAL BALLOT/ E-VOTING**

Promoter public	no of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes	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	2806920	100	2806920	nil	100	nil
Public isntitutio nal share - holders	50	nil	nil	nil	nil	nil	nil
Public others	943030	80394	8.53	79824	570	99.29	0.71
Total	3750000	2887314	108.53	2886744	570	99.65	0.71

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

Scrutinizer's Report

To

The Chairman of the 41st Annual General Meeting of the members of **INDO NATIONAL LIMITED** held on Friday the 26th day of September, 2014 at 02:30 P.M at Sri P.Obul Reddy Hall, Vani Mahal, No.103, G.N.Chetty Road, T.Nagar, Chennai-600 017.

Dear Sir,

1. I, M. Damodaran , a Company Secretary in Practice, have been appointed as a scrutinizer by
 - (i) the Board of Directors of **INDO NATIONAL LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("Rules") and
 - (ii) the Chairman of the Annual General Meeting (AGM) for scrutinizing the poll process as ordered by him 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 41st Annual General Meeting of the members of the company held on 26th September, 2014 at 02:30 P.M at Sri P.Obul Reddy Hall, Vani Mahal, No.103, G.N.Chetty Road, T.Nagar, Chennai-600 017.

For M. DAMODARAN & ASSOCIATES
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 41st AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to preparation of the Scrutinizer's Report of the votes cast "In favour" or "against" the resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for e-Voting and also at the time of poll, at the AGM.
3. I had issued a separate Scrutinizer's report dated 22nd September, 2014 on the e-voting process and a report dated 26th September, 2014 on the poll process, on the resolutions contained in the notice to the AGM. As requested by the management, I submit herewith my combined report on the results of the e-voting together with that of the poll as under:-

For (M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



Item No. of Notice	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes (Favour and against)	Nos.	% of total number of valid votes (Favour and against)	
Item No. 1 of the Notice (as an Ordinary Resolution)	2887314	99.98%	570	0.02%	NIL
Item No. 2 of the Notice (as an Ordinary Resolution)	2887884	100%	0	0%	NIL
Item No. 3 of the Notice (as an Ordinary Resolution)	2887314	99.98%	570	0.02%	NIL
Item No. 4 of the Notice (as an Ordinary Resolution)	2887314	99.98%	570	0.02%	NIL
Item No. 5 of the Notice (as an Ordinary Resolution)	2887314	99.98%	570	0.02%	NIL
Item No. 6 of the Notice (as an Ordinary Resolution)	2887314	99.98%	570	0.02%	NIL

For M. DAMODARAN & ASSOCIATES
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



Item No. 7 of the Notice (as an Ordinary Resolution)	2887314	99.98%	570	0.02%	NIL
Item No. 8 of the Notice (as an Ordinary Resolution)	2887314	99.98%	570	0.02%	NIL
Item No. 9 of the Notice (as an Ordinary Resolution)	2887314	99.98%	570	0.02%	NIL
Item No. 10 of the Notice (as a Special Resolution)	2887314	99.98%	570	0.02%	NIL
Item No. 11 of the Notice (as a Special Resolution)	2829354	99.98%	570	0.02%	NIL

Place: Chennai

Date: 26.09.2014

For M. Damodaran & Associates



M. Damodaran
C.P.No. 5081