

Date: 01st November 2014

To

Madras Stock Exchange
Exchange Building

Post Box No.183

11, Second Line Beach Road, Bandra (E), MUMBAI – 400 051
Chennai – 600 001National Stock Exchange of India Ltd.
Exchange Plaza”

Bandra Kurla Complex

The B.S.E limited
Floor 25, 'Phiroze

Jee Jeebhoy Towers

Dalal Street, Mumbai-1

Sub: Postal Ballot –Declaration of result and submission of details under clause 35A of the Listing Agreement.

Dear Sir,

We write in continuation of our letter dated 26th September 2014 relating to seeking approval of members for alteration of Object Clause of the Memorandum of Association of the Company. We wish to inform you that Mr. Damodaran, practicing Company secretary, Scrutinizer for the postal Ballot, had submitted his report on the aforesaid Postal ballot includes E-Voting and the Company had declared the results of postal ballot based on the said report received on 01st November 2014.

We are pleased to inform that members of the Company have approved the aforesaid special resolution by an assent /vote in favour of (100%) for change in the Object Clause of the Memorandum of Association of the Company calculated based on total vote cast.

The details of report as per clause 35A of the listing Agreement is enclosed.

The postal ballot result report submitted by Mr. Damodaran, practicing Company secretary, Scrutinizer for the postal Ballot is also enclosed.

You are requested to take the same on record.

Yours faithfully

For Indo National Ltd



J.Srinivasan

Company secretary

Encl: as above

01st November 2014

DECLARATION OF RESULT OF POSTAL BALLOT

Postal ballot notice dated 26.09.2014 pursuant to section 110 of the Companies Act, 2013 and rules made there under together with explanatory statement annexed thereto was send to all the members for seeking their approval for alteration of Object Clause of the Memorandum of Association of the Company.

We have received the Report of the Scrutinizer dated 31.10.2014 appointed for the purpose of ascertain the result of the Special resolutions passed under Section 13 of the Companies Act, 2013 relating thereto the aforesaid.

A brief summary of the scrutinizer report is as follows:

	No of shares			No of members		
	E-voting	Physical	Total	E-voting	Physical	Total
		Ballot Forms			Ballot Forms	
Total Votes cast	2912134	4561	2916695	49	37	86
Less: Invalid votes	0	0	0	0	0	0
Net Valid vote cast	2912134	4561	2916695	49	37	86
Votes cast in favour	2912134	4561	2916695	49	37	86
Votes cast against	0	0	0	0	0	0
% of votes cast infavour of resolution:100 % of votes cast against the resolution:NIL						

As the votes cast in favour of resolutions are more than three- fourth of the votes cast against the resolution, the aforesaid resolution is passed as a Special Resolution.

We thank the members for their valued support.

For Indo National Ltd



J.Srinivasan

Company Secretary

Details for reporting as per Clause 35A of the Listing Agreement

Resolution No:1								
S.No	class of share holders	No.of shares	No.of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3=2/1	4	5	6=4/2*100	7=5/2*100
A	Promoter and Promoter Group	2806920	2806920	100	2806920	0	100	0
B	Public Institutional Holders	50	0	0	0	0	0	0
C	Public others	943030	109775	11.64	109775	0	100	0
	Grand Total	3750000	2916695					

Date:01-11-2014
Place:chennai

For INDO NATIONAL LIMITED


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
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M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



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

COMBINED REPORT

Scrutinizer's Report

To

The Chairman,
INDO NATIONAL LIMITED,
NO. 609, MOUNT ROAD, LAKSHMI BHAWAN ,
IVTH FLOOR ,
CHENNAI- 600006.

Dear Sir,

1. I, M. Damodaran , a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of **INDO NATIONAL LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process and the postal ballot process under the provisions of Sections 108, 110 of the Companies Act, 2013 ("the 2013 Act") read with Rules 20, 22 of the Companies (Management & Administration) Rules, 2014 ("Rules") and
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 Postal Ballot. My responsibility as a scrutinizer for the e-voting process and for postal ballot process is restricted to preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the

M. Damodaran



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



authorized agency engaged by the company to provide e-voting facilities for e-Voting and also for the Postal Ballot (physical) process.


3. I have issued two separate Scrutinizer's reports dated 31st October, 2014 on the e-voting process and on the Postal Ballot(physical) process, on the resolutions contained in the notice to the Postal Ballot. As requested by the management, I submit herewith my combined report on the results of the e-voting together with that of the Postal Ballot (Physical) as under:-

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 - Alteration of main objects clause of the memorandum of association of the company - Passed as a Special resolution.	29,16,695	100%	0	0%	NIL

Place: Chennai

Date: 31.10.2014

For **M. Damodaran & Associates**


M. Damodaran
C.P.No. 5081

New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
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Mobile:98412 81693

Scrutinizer's report on e-voting

[Pursuant to section 108, 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman,
INDO NATIONAL LIMITED,
NO. 609, MOUNT ROAD, LAKSHMI BHAWAN ,
IVTH FLOOR ,
CHENNAI- 600006.

Dear Sir,

1. I, M. Damodaran , a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of **INDO NATIONAL LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per 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") on the resolutions contained in the notice to the postal ballot dated 26th September, 2014 held under the provisions of section 110 of the Companies Act, 2013 and Rule 20 of the Rules.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the Notice to postal ballot dated 26th September, 2014. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in



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the Notice of postal ballot, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report on the results of the e-voting as under:

- (i) The voting period remained open from 02nd October, 2014 (9:00 A.M) to 31st October, 2014 (6:00 P.M).
- (ii) The members of the Company as on the "cut-off" date i.e. 26th September, 2014 entitled to vote on the resolutions (Item 1 as set out in the notice of the postal ballot)
- (iii) The votes cast were unblocked on 31st October, 2014, in the presence of two witnesses, Mr. Manesh K & Ms. Kanchana S, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- (iv) Thereafter, the details containing *inter alia*, list of Equity share holders, who voted "for", or "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. <https://www.evotingindia.co.in/> and based on such reports generated, the result of the e-voting is as under:



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Item. 1 :

Special Resolution to alter the main objects clause of the memorandum of association of the Company

(i) Voted **in favour** of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
49	29,12,134	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

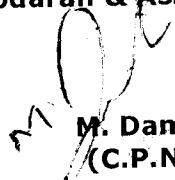
(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Place: Chennai

Date: 31.10.2014

For **M. Damodaran & Associates**


M. Damodaran
(C.P.No. 5081)

New No.6, Old No.12,
Appavoo Gramani 1st Street,
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M. Damodaran, B.Com, F.C.S. L.L.B.
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Scrutinizer's Report – Postal Ballot (Physical)

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman,
INDO NATIONAL LIMITED,
NO. 609, MOUNT ROAD, LAKSHMI BHAWAN ,
IVTH FLOOR ,
CHENNAI- 600006.

Dear Sir,

1. I, M. Damodaran, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of **INDO NATIONAL LIMITED** ("the Company") for scrutinizing the postal ballot process under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the postal ballot dated 26th September, 2014 issued by the Company.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot on the resolutions contained in the Notice to the postal ballot of the Company. My



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



responsibility as a scrutinizer for the Postal Ballot is restricted to the validation of the postal ballot papers and preparation of Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Postal Ballot Notice.

3. Further to the above, I submit my report on the results of the postal ballot (physical) as under:

(i) The voting period remained open from 02nd October, 2014 (9:00 A.M) to 31st October, 2014 (6:00 P.M).

(ii) The members of the Company as on the "cut-off" date i.e. 26th September, 2014 entitled to vote on the resolutions (item 1 as set out in the notice of the postal ballot)

(iii) The ballot papers were opened on 31st October, 2014, in the presence of two witnesses, Mr. Manesh K & Ms. Kanchana S, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

4. I submit herewith my report on the results of the postal ballot(physical) as under :-



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



Item. 1 :

Special Resolution to alter the main objects clause of the memorandum of association of the Company

(i) Voted **in favour** of the resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
37	4,561	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%


(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Place: Chennai

Date: 31.10.2014

For **M. Damodaran & Associates**


M. Damodaran
(C.P.No. 5081)