

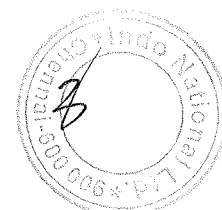
DECLARATION OF RESULT OF POSTAL BALLOT

Postal Ballot Notice dated 04.11.2019 pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the 'Rules'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) made there under together with explanatory statement annexed thereto was sent to all the members for seeking their approval for 'Alteration of Objects Clause in the Memorandum of Association of the Company'.

We have received the Report of the Scrutinizer dated 12.12.2019 appointed for the purpose of ascertain the result of the Special resolution passed under Section 13 and other applicable provisions, if any, of the Companies Act, 2013, relating thereto the aforesaid.

A brief summary of the scrutinizer report is as follows:

Particulars	No. of Postal Ballot Forms	No. of Shares	% of Vote
(a) Total Postal Ballot Forms Received.	127	2682072	
(b) Less: Invalid Postal Ballot Forms (as per register).	2	72	
(c) Net valid Postal Ballot Forms (as per register).	125	2682000	100
(d) Postal Ballot Forms with Assent for the Resolution under section 21:	120	2681927	99.9973
(e) Postal Ballot Forms with Dissent for the Resolution under section 21:	5	73	0.0027



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

The results of postal ballot pursuant to clause 35A of the listing agreement with the stock exchanges as follows.

We thank the members for their valued support.

For INDO NATIONAL LIMITED



J.Srinivasan

Company Secretary

NAME OF THE COMPANY: INL-INDO NATIONAL LIMITED

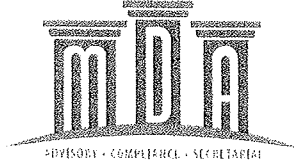
1.SPECIAL BUSINESS: Alteration of Objects Clause in the Memorandum of Association of the Company

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR	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
PROMOTER AND PROMOTER-GROUP	E-VOTING	2650683	2645483	99.8	2645483	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		2650683	2645483	99.8	2645483	0	100
PUBLIC-INSTITUTIONS	E-VOTING	50	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		50	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	1099267	30940	2.81	30920	20	99.94	0.06
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		5577	0.51	5524	53	99.05	0.95
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		1099267	36517	3.32	36444	73	99.8
GRAND TOTAL		3750000	2682000	71.71	2681927	73	100	0

Date : 12.12.2019

Place: Chennai





M DAMODARAN & ASSOCIATES LLP
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**SCRUTINIZER'S REPORT
(POSTAL BALLOT INCLUDING E-VOTING)**

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015]

To,
The Chairman,
INDO- NATIONAL LIMITED
CIN: L31909TN1972PLC006196
Registered office: No. 609, Mount Road,
Lakshmi Bhawan, IVth Floor,
Chennai - 600 006

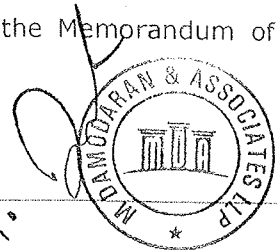
Dear Sir,

Subject: Scrutinizer's Report

We, M Damodaran & Associates LLP, Company Secretaries in Practice, having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai-600 028 was appointed as a Scrutinizer by the Board of Directors of M/s. INDO- NATIONAL LIMITED (the company) for the purpose of;

- (i) Scrutinizing the Postal Ballot process under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), and
- (ii) Scrutinizing the remote e-voting process ("e- voting") under the provisions of Section 108 of the Act read with Rule 20 of the Rules for the following resolution proposed to be passed by the members through postal ballot/e-voting.
 - a) Special Resolution to Alteration of Object Clause in the Memorandum of Association of the Company.

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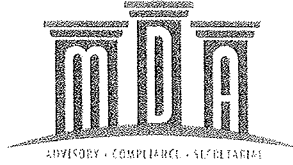
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1. In accordance with the Notice of Postal Ballot dated November 4, 2019, dispatched to the shareholders by prescribed modes on November 11, 2019 and the 'Advertisement' pursuant to Rule 22(3) of the Rules published on November 12, 2019, the voting commenced at 10:00 am on November 12, 2019 and ended at 05:00 pm on December 11, 2019 for physical ballots as well as for e-voting. The e-voting facility was provided by Central Depository Services (India) Limited (CDSL).
2. The Equity shareholders holding shares as on November 6, 2019, "cut-off date", were entitled to vote on the resolutions stated in the Notice of Postal Ballot.
3. The votes were unblocked at 05:00 pm on December 11, 2019 in the presence of Mr. D. Sampath Kumar and Mr. H. Kishore Kumar and the e-voting results were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com/>)
4. The ballot papers received were scrutinized and reconciled with the records maintained by the Company/ R&TA and the authorizations/ Power of attorney etc. lodged with the Company. The voters were also scrutinized for the purpose of elimination of duplicate voting and one ballot was rejected on duplicate voting i.e. on e-voting as well as by postal ballot. For processing Postal Ballots, necessary technical support was provided by CDSL and M/s. Cameo Corporate Services Limited, the Registrar and Share Transfer Agents of the Company.
5. Our report on the results of the voting is based on the data downloaded from the CDSL and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Post Ballot.
6. The results of the voting is as under:

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Resolution 1:

Alteration of Object Clause in the Memorandum of Association of the Company.



Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid Physical Ballot Received & Valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favour & Against (5)+(8)
		Number of Physical Ballot & e-voting	Number of shares Voted	%	Number of Physical Ballot & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	34	31	2676403	100.00	3	20	0.00	100.00
Postal Ballot	91	89	5524	99.05	2	53	0.95	100.00
Total	125	120	2681927	100.00	5	73	0.00	100.00

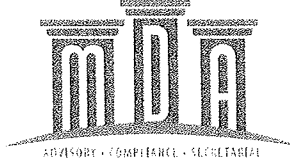
Details of Invalid votes:

Mode of Voting	Total Number of members whose votes were Invalid	Number of shares
E-Voting	0	0
Postal Ballot	2	72
Total	2	72

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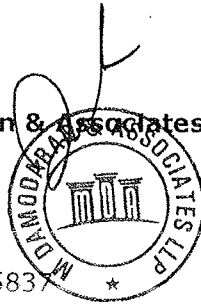
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7. Based on the aforesaid results, we report that the Special Resolution as set out in the Notice of Postal Ballot dated November, 4, 2019 has been passed.
8. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the physical ballots will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/person authorised by him for safe keeping.

Thanking You,
Yours faithfully,

For **M Damodaran & Associates LLP**

M. Damodaran
Managing Partner
Membership No: 5837
CP No: 5081
ICSI UDIN: F005837A000392091



Place: Chennai
Date: 12.12.2019

