New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
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M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries

ISO 9001:2008

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.

M. DAMODARAN 5031 COMPANY SECRETARY

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		
			Ballots	Votes	Percentage	Ballots	Votes	Percentage	Ballots	Votes	Percentage
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	-	-	-

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	-	-	-
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)**	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	-	-	-

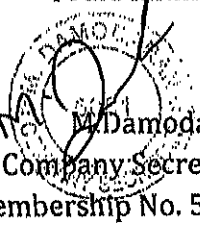
Item No. 5: To ratify the appointment of P. Srinivasan & Co., Chartered Accountants (Registration no: 004054S) as the auditors of the Company to hold office till the conclusion of the 44th AGM of the company **(As an Ordinary resolution)**	E VOTING	41	39	2941040	99.98	2	150	0.01	-	-	-
	INSTA POLL	3	2	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	-	-	-

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 toMr. 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	-	-	-

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