

Indo National Limited



THE ENERGY POWERHOUSE

# 43<sup>rd</sup> ANNUAL REPORT 2015 - 16



## INDO NATIONAL LIMITED

(CIN L31909TN1972PLC006196)

Registered Office: 'Lakshmi Bhavan' IVth Floor, No.609, Mount Road, Chennai - 600 006.

Corporate / Head Office: 'Pottipati Plaza' IV Floor, No.77, Nungambakkam High Road, Chennai - 600 034.

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# INDO NATIONAL LIMITED

## BOARD OF DIRECTORS

**N. Ramesh Rajan**  
Chairman

**P. Dwaraknath Reddy**  
Managing Director

**R.P. Khaitan**  
Joint Managing Director

**P. Aditya Reddy**  
Joint Managing Director

**M. Subramanyam**  
(Upto 3rd Feb. 2016)

**S. Obul Reddy**

**Mrs. Lakshmmi Subramanian**

**M. Sankara Reddy**

**J. Srinivasan**

**P. Srinivasan & Co.**  
New No.6 (Old No.24) Sambasivam St.  
T. Nagar,  
Chennai - 600 017.

## CHIEF FINANCIAL OFFICER

## SECRETARY

## AUDITORS

## BANKERS

**Canara Bank**  
**The Bank of Tokyo - Mitsubishi UFJ Ltd.**  
**DBS Bank Ltd**

## REGISTERED OFFICE

No.609, Mount Road  
Lakshmi Bhavan  
IVth Floor  
Chennai – 600 006

## CORPORATE / HEAD OFFICE

‘Pottipati Plaza’ IV Floor,  
No.77, Nungambakkam High Road,  
Chennai - 600 034.

## FACTORY

Tada Village  
Nellore District - 524 401.  
(Andhra Pradesh)



## NOTICE

NOTICE is hereby given that the FORTY THIRD ANNUAL GENERAL MEETING of INDO NATIONAL LTD will be held at Sri P.Obul Reddy Hall, Vani Mahal, No.103, G.N.Chetty Road, T.Nagar, Chennai - 600 017 on Friday, the 23rd day of September, 2016 at 12.15 P.M. to transact the following business:

### ORDINARY BUSINESS:

1. (a) To receive, consider and adopt the Directors Report, Audited Standalone Balance Sheet of the Company as at March 31, 2016 and the statement of Profit and Loss for the year ended that date together with the reports of the Auditors thereon.
- (b) To receive, consider and adopt the Audited Consolidated financial Statements of the company for the financial year ended 31<sup>st</sup> March 2016 together with Report of Auditors thereon.
2. To declare a Dividend on equity shares.
3. To appoint a Director in the place of Mr.S.Obul Reddy (DIN:00027829), 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.
4. To ratify the appointment of auditors of the company and fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

Resolved that pursuant to Section 139,142 and other applicable provisions if any, of the Companies Act, 2013, and the Rules made thereunder pursuant to the recommendations of the Audit Committee of the Board and pursuant to the resolution passed by the members at the AGM held on 26<sup>th</sup> day of September 2014, the appointment of M/s. P. Srinivasan & Co., Chartered Accountants (Registration no: 004054S) as the auditors of the Company to hold office till the conclusion of the 44<sup>th</sup> AGM of the company be and is hereby ratified on such

remuneration as may be fixed by the Board of Directors as determined by the Audit Committee.

### SPECIAL BUSINESS:

5. To appoint Mr. P. Aditya Reddy (DIN:00482051) as Joint Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

Resolved that in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the basis of recommendation of Nomination and Remuneration Committee and approval of the board the consent of the Company be and is hereby accorded to the appointment of Mr. P. Aditya Reddy (DIN:00482051) as Joint Managing Director of the Company, for a period of 5 (five) years with effect from 1<sup>st</sup> June 2016, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. P.Aditya Reddy, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

Resolved further that Remuneration and other perquisites payable to Mr.P.Aditya Reddy, Joint Managing Director of the Company be and is hereby accorded for a period of three years with effect from 01<sup>st</sup> June 2016 to 31<sup>st</sup> May 2019.

Further resolved that pursuant to sub-section (3) of Section 197 of the Companies Act,

2013, Mr.P.Aditya Reddy, Joint Managing Director of the Company be paid minimum remuneration and perquisites in case of absence or inadequacy of profits in any financial year of the Company during his term of office but does not exceeding the limit specified under Schedule V to the Companies Act,2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Resolved further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. To consider and thought fit to pass with or without modification, the following as an Ordinary Resolutions:

Resolved that pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 released by SEBI dated January 08, 2016, section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation or re-enactment thereof for the time being in force and on the basis of approval of the Audit Committee the consent of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

Sl. No.	Name of the Related Party	Transactions defined u/s188 of the Companies Act, 2013/ SEBI (LODR) Regulations 2015	Value of transaction	Period
1.	M/s. Associated Electrical Agencies	Sale / Supply of Nippo Brand Products and interest on over dues and other Services	Rs.125 Crs. (Rupees One Hundred and Twenty-Five crores only) per Year	1st October, 2016 to 30th September, 2019

Resolved further that to give effect to the resolution the Board of Directors /Committee

thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.

7. To consider and thought fit to pass with or without modification, the following as an ordinary resolution:

Resolved that pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 released by SEBI dated January 08,2016 , section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation or re-enactment thereof for the time being in force and on the basis of approval of audit committee the consent of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

Sl. No.	Name of the Related Party	Transactions defined u/s188 of the Companies Act, 2013/ SEBI (LODR) Regulations 2015	Value of transaction	Period
1.	M/s. Apex Agencies	Sale / Supply of Nippo Brand Products and interest on over dues and other Services	Rs.125 Crs. (Rupees One Hundred and Twenty-Five crores only) per Year	1st October, 2016 to 30th September, 2019

Resolved further that to give effect to the resolution the Board of Directors /Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.

8. To consider and thought fit to pass with or without modification, the following as an Ordinary Resolution:



Resolved that pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 released by SEBI dated January 08, 2016 and section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation or re-enactment thereof for the time being in force and on the basis of approval of audit committee the consent of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

Sl. No.	Name of the Related Party	Transactions defined u/s188 of the Companies Act, 2013/ SEBI (LODR) Regulations 2015	Value of transaction	Period
1.	M/s. Radiohms Agencies	Sale / Supply of Nippo Brand Products and interest on over dues and other Services	Rs.75 Crs. (Rupees Seventy-Five Crores only)	1st October, 2016 to 30th September, 2017

Resolved further that to give effect to the resolution the Board of Directors / Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.

9. To consider and thought fit to pass with or without modification, the following as an Ordinary Resolution:

Resolved that pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 released by SEBI dated January 08, 2016 and section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation or re-enactment thereof for the time being in force and on

the basis of approval of audit committee the consent of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

Sl. No.	Name of the Related Party	Transactions defined u/s188 of the Companies Act, 2013/ SEBI (LODR) Regulations 2015	Value of transaction	Period
1.	M/s. RAL Consumer Products Ltd.	Sale / Supply of Nippo Brand Products and interest on over dues and other Services	Rs.100 Crs. (Rupees One Hundred Crores only)	1st October 2016 to 30th September 2017

Resolved further that to give effect to the resolution the Board of Directors /Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.

10. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2017 and in this regard to consider and if thought fit to pass the following resolution as ordinary resolution.

Resolved that pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act,2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) Mr. P. Raju Iyer, Cost accountant appointed by the Board of Directors of the Company on the recommendations of the audit committee be paid the remuneration of Rs.50,000/- plus out of pocket expense to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

Resolved further that the Board of directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.



11. To Alter the Articles of Association of the company and in this regard to consider and if thought fit to pass the following resolution as Special resolution.

Resolved that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a new set of Articles of Association, placed before the Members, be and is hereby approved and adopted and substituted in place of the existing Articles of Association of the Company.

For and on behalf of the Board of Directors  
For Indo National Ltd

Place: Chennai  
Date : 10<sup>th</sup> August, 2016

N. Ramesh Rajan  
Chairman  
(DIN:01628318)

#### NOTES:

1. The Explanatory Statement as per the provisions of section 102 of the Companies Act, 2013 in respect of the items of the Special Business as set out above is annexed.
2. A member entitled to attend and vote at this annual general meeting may appoint a proxy to attend and vote on his behalf. such a proxy need not be a member of the company. Proxies, in order to be effective, must be received at the Registered/ Corporate Office of the company not less than Forty-Eight hours before the commencement of the meeting.
3. Pursuant to Section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2016 to 23<sup>rd</sup> September, 2016 (Both days inclusive).

5. Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed Mr. M. Damodaran of M.Damodaran & Associates, Practicing Company Secretaries, Chennai as Scrutinizer.

The procedure and instructions for e-voting are as under:

- i) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Now click on "Shareholders" to cast your votes.
- iii) Now, select the "Company Name" from the drop down menu and click on "SUBMIT".
- iv) Now, fill up the following details in the appropriate boxes:

User ID	For Members holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- •Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Members holding shares in Physical form will then reach directly to the voting screen.
- vii) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is also to be used by the Demat

holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
- xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required