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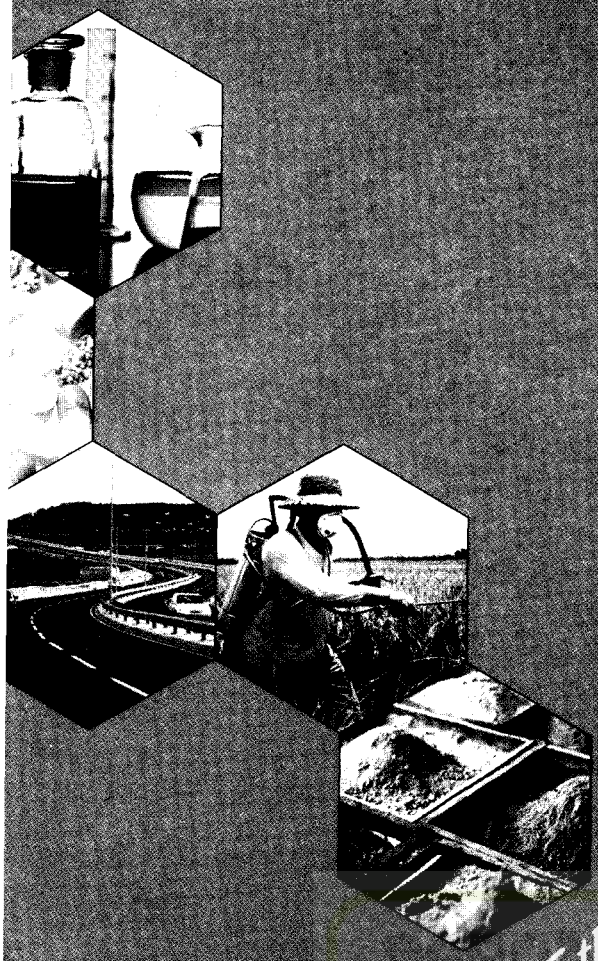

16th ANNUAL REPORT 2008-09

INDO AMINES LIMITED

Indo

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First Award

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Thane

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Inorganic & Organic Chemicals

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BOARD OF DIRECTORS

Dr. DEEPAK S. KANEKAR	:	CHAIRMAN (INDEPENDENT NON EXECUTIVE ADDITIONAL DIRECTOR (w.e.f. 31st March, 2009)
Mrs. BHARATI V. PALKAR	:	EXECUTIVE DIRECTOR (PROMOTER)
Mr. VIJAY B. PALKAR	:	MANAGING DIRECTOR (PROMOTER)
Mr. KIRIT H. SHAH	:	WHOLE TIME DIRECTOR (PROMOTER)
Mr. RAHUL V. PALKAR	:	EXECUTIVE DIRECTOR (PROMOTER)
Mr. NARAYAN G. MANE	:	EXECUTIVE DIRECTOR
Mr. R.RAGHAVENDRA RAVI	:	INDEPENDENT NON EXECUTIVE DIRECTOR
Mr. MILIND P. PATIL	:	EXECUTIVE DIRECTOR (upto 1stDecember, 2008)
Dr. JAYANTILAL H. SHAH	:	INDEPENDENT NON EXECUTIVE DIRECTOR (upto 3rd February, 2009)
Mr. SURESH R. IYER	:	INDEPENDENT NON EXECUTIVE DIRECTOR
Mr. DHAWAL J. VORA	:	INDEPENDENT NON EXECUTIVE DIRECTOR
Mr. CHANGDEO L. KADAM	:	INDEPENDENT EXECUTIVE ADDITIONAL DIRECTOR (w.e.f. 29th December, 2008)
CA. VISHWAS V. MEHENDALE	:	INDEPENDENT NON EXECUTIVE ADDITIONAL DIRECTOR (w.e.f. 09th February, 2009)
Mrs. ASHWINI R. PALKAR	:	CHIEF FINANCIAL OFFICER

AUDITORS

Kulkarni and Khanolkar, Chartered Accountants, Mumbai.

CORPORATE GOVERNANCE REPORT

HS Associates, Company Secretaries, Mumbai.

BANKERS

State Bank of India, Dadar Commercial Branch, Mumbai.
State Bank of India, Alkapuri, Baroda.

REGISTERED OFFICE

W-38/39, Phase-II, MIDC, Dombivli (E), Dist. Thane - 421204.

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT. LTD.
E/2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E), Mumbai - 400 072.
Tel. No.: 91-22-28470652/40430200 Fax No. : 91-22-284765207 Email : info@bigshareonline.com / www.bigshareonline.com

MANUFACTURING FACILITIES AT

1. W-37/38/39, Phase II, MIDC, Dombivli (E), Dist. Thane - 421 204.
2. Survey No. 1723, Tundav, Taluka Savli, Baroda, Gujarat.
3. W-265, W-266A, T.T.C., Industrial Area, Rabale MIDC, Navi Mumbai - 400 701.

SHARES LISTED AT;

The Stock Exchanges
- Mumbai
- Ahmedabad
- Calcutta

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16th ANNUAL GENERAL MEETING

Date : 30th September, 2009
Day : Wednesday
Time : 11.00 A.M
Place : At C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli (E), Dist : Thane - 421 201

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDO AMINES LIMITED WILL BE HELD ON WEDNESDAY THE 30TH SEPTEMBER, 2009 AT 11.00 A.M AT C.K.P HALL, RAM GANESH GADKARI PATH, NEAR KARWA HOSPITAL, DOMBIVLI (E), DIST. THANE - 421 201 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts for the year ended 31st March, 2009 along with notes and schedules thereon as on that date and the reports of Directors' and Auditors' thereon.

2. To appoint a Director in place of Mrs. Bharati V. Palkar, Director of the company who retires by rotation & being eligible offers herself for re-appointment.

3. To appoint a Director in place of Mr. Dhawal J. Vora, Director of the company who retires by rotation & being eligible offers himself for re-appointment.

4. To appoint a Director in place of Mr. Suresh R. Iyer, Director of the company who retires by rotation & being eligible offers himself for re-appointment.

5. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.

   "**RESOLVED THAT** Mr. Changdeo L. Kadam, who was appointed as an Additional Director w.e.f. 29th December, 2008 and who holds office upto the date of the 16th Annual General Meeting, but who is eligible for the re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director."

7. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.

   "**RESOLVED THAT** CA Vishwas V. Mehendale, who was appointed as an Additional Director w.e.f. 9th February, 2009 and who holds office upto the date of the 16th Annual General Meeting, but who is eligible for the re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director."

8. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.

   "**RESOLVED THAT** Dr. Deepak S. Kanekar, who was appointed as an Additional Director w.e.f. 31st March, 2009 and who holds office upto the date of the 16th Annual General Meeting, but who is eligible for the re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director."

9. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.

   "**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, Scheduled XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifiation(s) or re-enactment(s) thereof for the time being in force), (hereinafter, referred to as "the said Act") the consent of the Company is hereby accorded to the appointment of Mr. Changdeo L. Kadam as an Executive, Additional Director of the Company for a period of 5 (Five) years with effect from **1st January, 2009** on the terms and conditions including remuneration as set out in the agreement to be entered into between the Company and Mr. Changdeo L. Kadam a draft whereof is placed before this meeting, with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms of the said appointment and/or remuneration and/or agreement.

   RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to the Executive, Additional Director by way of Salary and perquisites shall not be reduced and (b) if remuneration payable to the Executive, Additional Director shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

   RESOLVED FURTHER THAT Board is also authorised to vary, revised the said remuneration of the Executive, Additional Director from time to time within the limits of Schedule XIII, of the Companies Act, 1956.

   RESOLVED FURTHER THAT the Board hereby authorised to take all such steps as may be necessary, proper or expedient, to give effect to this resolution."

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10. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.

"**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, Scheduled XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifiation(s) or re-enactment(s) thereof for the time being in force), (hereinafter, referred to as "the said Act") the consent of the Company is hereby accorded to the re-appointment of Mr. Narayan G. Mane as an Executive Director of the Company for a period of 5 (Five) years with effect from **1st April, 2010** on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. Narayan G. Mane a draft whereof is placed before this meeting, with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms of the said appointment and/or remuneration and/or agreement.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to the Executive Director by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Executive Director shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

RESOLVED FURTHER THAT Board is also authorised to vary, revised the said remuneration of the Executive Director *from time to time within the limits of Schedule XIII, of the Companies Act, 1956.*

RESOLVED FURTHER THAT the Board is hereby authorised to take all such steps as may be necessary, proper or expedient, to give effect to this resolution."

11. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.

"**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, Scheduled XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifiation(s) or re-enactment(s) thereof for the time being in force), (hereinafter, referred to as "the said Act") the consent of the Company is hereby accorded to the appointment of Mrs. Bharati V. Palkar as an Executive Director of the Company for a period of 5 (Five) years with effect from **1st July, 2009** on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mrs. Bharati V. Palkar a draft whereof is placed before this meeting, with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms of the said appointment and/or remuneration and/or agreement.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to the Executive Director by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Executive Director shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

RESOLVED FURTHER THAT Board is also authorised to vary, revised the said remuneration of the Executive Director from time to time within the limits of Schedule XIII, of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board is hereby authorised to take all such steps as may be necessary, proper or expedient, to give effect to this resolution."

12. To consider and if thought fit to pass, with or without modification, the following resolution as a **Special resolution**.

"**RESOLVED THAT** persuant to provisions of Section 309 (4), and other applicable provisions, if any, of the Companies Act, 1956, and Articles of Association of the Company, consent of the Company be and is hereby accorded to the payment and redistribution of a sum not exceeding 0.5% of the net profits of the Company, calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956 by way of commission to Dr. Deepak S. Kanekar Non Executive Chairman in such amounts or proportion and in such manner as may be determined by the Board of Directors from time to time and in absence of such determination such payment be made out of the profits of the Company of each year during the year of 5 years commencing from 1st July, 2009.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/or Remuneration Committee constituted by the Board be and are hereby authorised to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

BY ORDER OF THE BOARD
For INDO AMINES LIMITED

DATE : 31st July, 2009
PLACE : Dombivli.

Sd/-
MR. VIJAY B. PALKAR
MANAGING DIRECTOR

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NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.**

2. **The proxies, in order to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.**

3. The Register of Members and Share Transfer Register shall remain closed from **Tuesday the 22nd September, 2009 to Wednesday the 30th September, 2009** (both days inclusive).

4. Explanatory statements under section 173(2) of the Companies Act, 1956 in respect of the Special Business as mentioned above is annexed.

5. As measure of economy, copies of the Annual Reports and Accounts will not be distributed at the meeting. Members are therefore, requested to bring their copies at the meeting.

6. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts for admission to the meeting hall.

7. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.

8. Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, additional information related to Directors recommended for appointment/re-appointment at the Annual General Meeting appears in the Directors' Report and Accounts.

9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Managing Director at least seven days before the date of the meeting, so that the information required may be made available at the Annual General Meeting.

10. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories, viz NSDL & CDSL, will be printed on the dividend warrants. Members are requested to inform the concerned Depository participants of any change in address, dividend mandate, etc.

11. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Transfer Agents to facilitate better service.

    - Any change in their address / mandate / Bank details.
    - Particulars of their Bank accounts in case the same have not been sent earlier and
    - Share certificate (s) held in multiple accounts in identical names and/or joint accounts in the same order of names for consolidation of such shareholdings into one account.

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EXPLANATORY STATEMENT
As required by section 173(2) of the Companies Act, 1956

ITEM NO. 6:

Mr. Changdeo L. Kadam was appointed as an Additional Director w.e.f. 29th December, 2008 under section 260 of the Companies Act, 1956. The said Director will hold office upto the date of the Annual General Meeting. The Company has received a notice in writing from member proposing the candidature of Mr. Changdeo L. Kadam for the office of the Director under section 257 of the Companies Act, 1956.

1.	Name of the Director	Mr. Changdeo L. Kadam
2.	Age	40 years
3.	Qualification	B.Sc. Chemistry
4.	Expertise	Production and Quality Control
5.	Number of Directorship in other Indian Public Limited Company	Versatile Chemicals Limited

Mr. Changdeo L. Kadam is not having any Equity Shares in the Company.

The Board of Directors recommends the resolution for approval of the members.

None of the Directors are concerned or interested in the said resolution except Mr. Changdeo L. Kadam.

ITEM NO. 7:

CA. Vishwas V. Mehendale was appointed as an Additional Director w.e.f. 9th February, 2009 under section 260 of the Companies Act, 1956. The said Director will hold office upto the date of the Annual General Meeting. The Company has received a notice in writing from member proposing the candidature of CA. Vishwas Mehendale for the office of the Director under section 257 of the Companies Act, 1956.

1.	Name of the Director	CA. Vishwas V. Mehendale
2.	Age	52 years
3.	Qualification	B.com, L.L.B. (GEN), F.C.A.
4.	Expertise	Finance and Corporate Laws
5.	Number of Directorship in other Public Limited Company	Renaissance Jewellery Limited

CA. Vishwas V. Mehendale is holding 1,500 Equity Shares in the share capital of the Company.

The Board of Directors recommends the resolution for approval of the members.

None of the Directors are concerned or interested in the said resolution except CA. Vishwas V. Mehendale.

ITEM NO. 8 :

Dr. Deepak S. Kanekar was appointed as an Additional Director w.e.f. 31st March, 2009 under section 260 of the Companies Act, 1956. The said Director will hold office upto the date of the Annual General Meeting. The Company has received a notice in writing from member proposing the candidature of Dr. Deepak S. Kanekar for the office of the Director under section 257 of the Companies Act, 1956.

1.	Name of the Director	Dr. Deepak S. Kanekar
2.	Age	56 years
3.	Qualification	M.S.C. PHD
4.	Expertise	In the Field of Pharmaceuticals and Speciality Chemicals
5.	Number of Directorship in other Public Limited Company	NIL

Dr. Deepak S. Kanekar is not having any Equity Shares in the Company.

The Board of Directors recommends the resolution for approval of the members.

None of the Directors are concerned or interested in the said resolution except Dr. Deepak S. Kanekar.

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ITEM NO. 9 :

In view of increase in business activities, your Board of Directors appointed Mr. Changdeo L. Kadam as an Executive, Additional Director of the Company for a period of 5 (five) years with effect from 1st January, 2009. The said appointment was approved by the remuneration committee and subject to the approval of shareholders in the forthcoming Annual General Meeting.

Details of Resume of the Director as per the Clause 49 of the listing agreement as above.

The terms & conditions proposed to be entered into by the Company with Mr. Changdeo L. Kadam in respect of his appointment, inter alia contains the following terms and conditions :-

I) **TERMS & CONDITIONS:**

1. Name & Designation of Director	:	Mr. Changdeo L. Kadam - Executive Additional Director
2. Date of Appointment	:	Appointment as an Executive Additional Director w.e.f. 1st January, 2009.
3. Period	:	5 (Five) years.
4. Salary (p.m)		Rs. 21,000/-p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act 1956.
5. Minimum Remuneration	:	In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Changdeo L. Kadam by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Mr. Changdeo L. Kadam shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

II) **PERQUISITES:**

Mr. Changdeo L. Kadam as an Executive Additional Director will be entitled for following perquisites, which shall not be part of the celling of remuneration :

a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.

b) **Gratuity :** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.

c) **Children's Education Allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.

d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.

e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

f) **Other Benefits :** Apart from the aforesaid remuneration, the Executive, Additional Director shall be entitled to reimbursement of medical expenses, all fringe benefits and all expenses incurred in connection with the business of the Company.

III) Salary and perquisites specified herein shall be payable to the Executive Additional Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

IV) The Executive Additional Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

V) The Executive Additional Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VI) The terms and conditions of the said appointment and/or may be altered and varied from time to time by the Board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.

None of the Directors of the Company, except Mr. Changdeo L. Kadam is considered to be interested or concerned in this resolution.

These terms & conditions of appointment may be treated as abstracts between the Company & Mr. Changdeo L. Kadam, Executive Additional Director pursuant to section 302 of the Companies Act, 1956.

The Copy of the terms and conditions is open for inspection during the office hours 10.00 a.m. to 12 noon till the date of Annual General Meeting.

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ITEM NO. 10 :

As recommended by the Remuneration Committee meeting held on 1st January, 2009 and approved by the Board of Directors of the Company, at its meeting held on 31st January, 2009 Mr. Narayan G. Mane was re-appointed as an Executive Director of the Company for a period of 5 year with effect from 1st April, 2010. The remuneration to Mr. Narayan G. Mane, inter alia, includes the payment of salary perquisites and benefits and is subject to the approval of the members.

Mr. Narayan G. Mane serve the company as an Executive Director of the Company and his terms is expiring on 31st March, 2010. Hence, Board re-appointed him for the further period of 5 years w.e.f. 1st April, 2010.

The terms and conditions proposed to be entered into by the Company with Mr. Narayan G. Mane in respect of his re-appointment, inter alia contain the following terms and conditions :-

I) TERMS & CONDITIONS:

1. Name & Designation of Director	:	Mr. Narayan G. Mane - Executive Director
2. Date of Appointment	:	Appointment as an Executive Director w.e.f. 1st April, 2010.
3. Period	:	5 (Five) years.
4. Salary (p.m)		Rs. 41,000/-p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act 1956.
5. Minimum Remuneration	:	In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Narayan G. Mane by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Mr. Narayan G. Mane shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

II) PERQUISITES:

Mr. Narayan G. Mane as a Executive Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration :

a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.

b) **Gratuity :** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.

c) **Children's Education Allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.

d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.

e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

f) **Other Benefits :** Apart from the aforesaid remuneration, the Executive Director shall be entitled to reimbursement of medical expenses, all fringe benefits and all expenses incurred in connection with the business of the Company.

III) Salary and perquisites specified herein shall be payable to the Executive Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

IV) The Executive Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

V) The Executive Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VI) The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.

None of the Directors of the Company, except Mr. Narayan G. Mane is considered to be interested or concerned in this resolution.

These terms & conditions of appointment may be treated as abstracts between the Company & Mr. Narayan G. Mane, Executive Director pursuant to section 302 of the Companies Act, 1956.

The Copy of the terms and conditions is open for inspection during office hours 10.00 a.m. to 12 noon till the date of Annual General Meeting.

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ITEM NO. 11 :

As recommended by the Remuneration Committee and approved by the Board of Directors of the Company, at its meeting held on 30th June, 2009 Mrs. Bharati V. Palkar was appointed as an Executive Director of the Company for a period of 5 (Five) years with effect from 1st July, 2009 the remuneration to Mrs. Bharati V. Palkar inter alia, includes the payment of salary, perquisites and benefits and is subject to the approval of the members.

The terms & conditions proposed to be entered into by the Company with Mrs. Bharati V. Palkar, in respect of her re-appointment, inter alia, contain the following terms and conditions :

I) TERMS & CONDITIONS:

1. Name & Designation of Director	:	Mrs. Bharati V. Palkar, Executive Director
2. Date of Appointment	:	Appointment w.e.f. 1st July, 2009
3. Period	:	5 (Five) years
4. Salary (p.m)	:	Rs. 50,000/- p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act 1956
5. Minimum Remuneration	:	In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mrs. Bharati V. Palkar by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to Mrs. Bharati V. Palkar shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

II) PERQUISITES:

Mrs. Bharati V. Palkar as an Executive Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.

b) **Gratuity :** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.

c) **Children's Education Allowance :** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.

d) **Holiday passage for children studying outside India/family staying abroad :** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.

e) **Leave travel concession :** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

f) **Other Benefits :** Apart from the aforesaid remuneration, the Executive Director shall be entitled to reimbursement of medical expenses, all fringe benefits and all expenses incurred in connection with the business of the Company.

III) Salary and perquisites specified herein shall be payable to the Executive Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

IV) The Executive Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committee thereof.

V) The Executive Director shall not become interested or otherwise concerned directly or through her husband or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VI) The terms and conditions of the said appointment and/or may be altered and varied from time to time by the Board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956 or any amendment hereafter in that regard.

None of the Directors of the Company, except Mr. Rahul V. Palkar, Mr. Vijay B. Palkar and Mrs. Bharati V. Palkar herself are considered to be interested or concerned in this resolution.

These terms & conditions of appointment may be treated as abstracts between the Company & Mrs. Bharati V. Palkar, Executive Director pursuant to section 302 of the Companies Act, 1956.

The Copy of the terms and conditions is open for inspection during office hours 10.00 a.m. to 12 noon till the date of Annual General Meeting.

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