

**BOARD OF DIRECTORS**

MR. DEEPAK KANEKAR	:	CHAIRMAN & INDEPENDENT NON EXECUTIVE DIRECTOR
Mrs. BHARATI V. PALKAR	:	EXECUTIVE DIRECTOR (PROMOTER)
Mr. VIJAY B. PALKAR	:	MANAGING DIRECTOR & CEO (PROMOTER)
Mr. KIRIT H. SHAH	:	WHOLE TIME DIRECTOR (PROMOTER)
Mr. RAHUL V. PALKAR	:	EXECUTIVE DIRECTOR (PROMOTER)
MR. C.L. KADAM	:	EXECUTIVE DIRECTOR
Mr. NARAYAN G. MANE	:	EXECUTIVE DIRECTOR
MR. SURESH IYER	:	INDEPENDENT NON EXECUTIVE DIRECTOR
MR. DHAWAL VORA	:	INDEPENDENT NON EXECUTIVE DIRECTOR
MR. VISHWAS MEHENDALE	:	INDEPENDENT NON EXECUTIVE DIRECTOR
MR. R. RAGHAVENDRA RAVI.	:	INDEPENDENT NON EXECUTIVE DIRECTOR

AUDITORS

Kulkarni and Khanolkar,
Chartered Accountants, Mumbai.

CORPORATE GOVERNANCE REPORT

HS Associates,
Company Secretaries, Mumbai

BANKERS

IDBI, Cuffe Parade Branch, Mumbai.
S B I, Commercial Branch, Dadar, Mumbai.
State Bank of India, Alkapuri, Baroda.

REGISTERED OFFICE

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

REGISTRARS & SHARE TRANSFER AGENTS**BIGSHARE SERVICES PVT LTD**

E/2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E), Mumbai 400 072.

Tel No. 022-28470652

Email Address: info@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, TTC Indl Area.
Rabale MIDC, Navi Mumbai – 400 701.

SHARES LISTED AT;

The Stock Exchange	-	Mumbai
	-	Ahmadabad
	-	Calcutta

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17th ANNUAL GENERAL MEETING

Date: 27th September, 2010.

Day: Monday

Time: 11.00 a.m.

Place: AT INDO AMINES LTD, W/44, PHASE II,
MIDC, DOMBIVALI (E), THANE – 421 204.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDO AMINES LIMITED WILL BE HELD ON MONDAY THE 27TH SEPTEMBER, 2010 AT 11.00 A.M. AT W/44, PHASE II, MIDC, DOMBIVALI (EAST), DIST THANE – 421 204 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts for the year ended 31st March 2010 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To confirm the interim dividend @7%.
3. To appoint a Director in place of Mr. Vishwas Mehendale, Director of the company who retires by rotation & being eligible offers himself for re-appointment.
4. To appoint a Director in place of Dr. Deepak Kanekar, Director of the company who retires by rotation & being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. N. G. Mane, Director of the company who retires by rotation & being eligible offers himself for re-appointment
6. 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.

By Order Of the Board

Dombivali, 11th August, 2010

Sd/-
Vijay Palkar
(Managing Director)

Registered office:
W-38/39, Phase – II, MIDC, Dombivli (E)
Dist. Thane – 421 204.

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 Monday, **the 20th September, 2010 to Monday the 27th September, 2010**(both days inclusive).
4. 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.

5. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
6. 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 consolidation their holdings in one folio.
7. 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.
8. 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 meeting.
9. 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.
10. Members holding shares in physical form are requested to notify/send the following to the company's Register and Transfer Agents to facilitate better service.
 - i. Any change in their address/mandate / bank details.
 - ii. Particulars of their bank accounts in case the same have not been sent earlier, and
 - iii. Share certificate (s) held in multiple accounts in identical names & or joint accounts in the same order of names for consolidation of such shareholdings into one account.

INDO AMINES LIMITED

DIRECTORS' REPORT:

To,
The Members,
INDO AMINES LIMITED.

Your Directors have great pleasure in presenting **17th ANNUAL REPORT** along with the Audited Balance Sheet and Profit and Loss Account, for the year ended 31st March, 2010.

1. FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	Year ended	
	2010	2009
Total Income	9409.88	9554.82
Depreciation	254.84	248.29
Profit before tax	200.38	533.68
Provision for taxation	67.34	188.37
Appropriation:		
Profit after tax	133.04	345.31
Balance of profit b/f	586.61	241.30
Amount available for appropriation	719.65	586.61
Transfer to:		
Dividend & Div Distribution Tax	68.62	-
Provision for deferred tax Assets/(Liabilities) Goodwill	--	-
Balance carried to Balance sheet	651.03	586.61

2. OPERATIONS:

The turnover of the Company for the Financial year 2009-10 was Rs.9409.88 (in lacs) compared to last year of Rs.9554.82 (in lacs) decrease of 1.52 % in comparison to last year.

Company has made a profit before tax of Rs.200.38 (in Lacs) compared to last year Rs. 533.68 (in Lacs). The reduction in profit is due to increased prices of raw material which cannot be passed on to customers immediately due to period specific agreements. However, the price revision is effected immediately at the time of renewal of contract.

3. DIVIDEND:

During the year the Company has declared an interim dividend @7% in the Board of Directors meeting held on 31st October, 2010 and total out flow was of Rs.68.62 lacs, however no final dividend was recommended for the current financial year.

4. SHARE CAPITAL:

During the year the paid up share capital was increased from Rs.7,96,18,900 Rs.8,81,18,900 due to conversion of 4,17,000 warrants (issued on 7th April, 2009) into 4,17,000 Equity Shares of Rs. 10/- each at the premium of Rs. 2/- per Equity Shares, on 27th August, 2009 and 4,33,000 warrants converted into 4,33,000 equity shares of Rs. 10/- each at the premium of Rs. 2/- per Equity Shares, on 27th May, 2010 respectively.

The said shares were duly listed at the concerned Stock Exchanges.

5. POSTAL BALLOT:

During the year the company has passed ordinary resolutions under section 293(1)(a) and 293(1)(d) of the companies Act, 1956 obtaining shareholders consent by pursuant to section 192A of the Companies Act, 1956, read with the Companies (Passing of the resolution by Postal ballot) Rules, 2001.

**6. DEPOSITES:**

Your company did not accept any deposits from the public during the current year.

7. DIRECTORS:

During the year Mr. Vishwas Mehendale, Dr. Deepak Kanekar and Mr. N.G. Mane, Directors of the company are retiring by rotation & being eligible offers themselves for reappointment. You are requested to re-appoint them.

8. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of section 212 of the Companies Act, 1956 is not applicable.

9. CORPORATE GOVERNANCE CODE:

The Board had implemented Corporate Governance Code in pursuance of Clause 49 of Listing Agreement during the year. The report on Corporate Governance is annexed hereto forming part of this report. The requisite certificate from M/S HS Associates, Company Secretaries on implementation of requirements of the Corporate Governance is also annexed herewith forming part of this report.

10. AUDITORS:

M/s Kulkarni & Khanolkar, Chartered Accountants, Mumbai, Statutory Auditors of your Company hold office till the conclusion of the coming Annual General Meeting. They have signified their willingness to be re-appointment as Statutory Auditor of the Company.

The aforesaid appointment is proposed for your approval at the forthcoming Annual General Meeting of the Company.

The significant Accounting policies & notes on Account are self explanatory hence no further explanations are required.

11. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms

- i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual accounts on a going concern basis.

12. PARTICULARS OF EMPLOYEES:

No details as required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, are given, as there are no employees drawing remuneration in excess of the prescribed limits.

13. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.**A) CONSERVATION OF ENERGY: 31.03.2010.**

- a) Energy conservation measures taken :
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy;
- c) impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods;
- d) Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries specified in the schedule thereto.

ANNEXURE**FORM A****Form for disclosure of particulars with respect to conservation of energy.****A. Power & Fuel consumption:**

		Current Year 2009-10	Previous year 2008-09
1)	Electricity		
a)	Purchase Units	2328975	24,05,860
	Total Amount (in Rs.)	157,90,144/-	1,22,30,426/-
	Rate/Unit (in Rs.)	6.78	5.08
b)	Own Generation	NIL	NIL
(i)	Through diesel generator		
	Units	NIL	NIL
	Units per ltr. Of diesel oil	NIL	NIL
	Cost / unit	NIL	NIL
(ii)	Through steam turbine generator		
	Units	NIL	NIL
	Units per ltr. Of fuel oil/gas	NIL	NIL
	Cost / unit	NIL	NIL
2.	Coal / Wood (specify quality and where used)		
	Quantity (Tones)	3397610	32,33,465
	Total Cost	79,21,260/-	79,75,382/-
	Average Rate	2.33	2.46
3.	Furnace Oil (LDO, Diesel, SKO, WO)		
	Quantity (k. ltrs)	799397	7,95,011
	Total Amount	2,11,76,340/-	2,32,58,462/-
	Average Rate	26.49	29.25
4.	Other/Internal Generation		
	(Please give details)		
	Quantity	NIL	NIL
	Total Cost	NIL	NIL
	Rate / unit	NIL	NIL

B) TECHNOLOGY ABSORPTION

(e) Efforts made in technology absorption as per Form B of the Annexure:

FORM B
Form for disclosure particulars with respect to absorption of technology.
Research and Development (R & D)

1. Specific areas in which R & D carried out by the Company,
The scope of activities covers process developments in chemicals & related Process
2. Benefits derived as a result of the above R & D.
 - Productivity and quantity improvements
 - Improved process performance and better cost management.
 - Enhancement of safety and better environmental protection
 - Develop new products in line with the requirements of the Industries.
3. Future plan of action.
Relevant R & D activity in the areas of business operations of the company will continue with a view to adapt products and process to improve performance and better meet the industries demand.
4. Expenditure on R & D
Currently the expenditure on R & D is insignificant as compared to the size & nature of the company.

Technology absorption, adaptation and innovation.

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.
3. In case of imported technology imported during the last 5 years reckoned from the beginning of the financial year, following information may be furnished: **N.A**
 - (a) Technology imported.
 - (b) Year of import.
 - (C) Has technology been fully absorbed.
 - (d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.

C) FOREIGN EXCHANGE EARNINGS & OUTGO:

During the year under review the foreign exchange earnings and outgoings are as follows:

	2009-2010	2008-2009
a) Foreign Exchange Earnings	Rs.34,72,41,646/-	Rs. 52,97,32,375/-
b) Foreign Exchange Outgo	Rs. 1,33,96,448/-	Rs. 1,74,89,581/-

14. LISTING OF SHARES:

Equity shares of your Company are currently listed on with Bombay Stock Exchange Limited, Ahmedabad Stock Exchange Limited and the Calcutta Stock Exchange Association Limited out of which Mumbai is a Regional Stock Exchange. The Company has been paying the necessary listing fees to Mumbai Stock Exchange regularly. During the period the Board has also decided voluntary Delisting of Equity Shares of the Company from the Ahmedabad Stock Exchange Ltd. and The Calcutta Stock Exchange Association Ltd. as per Clause 6 (a) of SEBI (Delisting of Equity Shares) Regulations, 2009.

15. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the support which the Company has received from its promoters, lenders, business associates including distributors, vendors and customers, the press and the employees of the Company.

On behalf of the Board of Directors

**Deepak Kanekar
(Chairman)**

Dombivali, 11th August, 2010

CORPORATE GOVERNANCE REPORT

1) Company's Corporate philosophy:

The Company's philosophy on Corporate Governance finds its roots in the rich legacy of ethical governance practices, many of which were in place even before they were mandated. This philosophy has been sought to be strengthened through the IAL code of conduct, the Whistle Blower Policy and the IAL Code for Prevention of Insider Trading which have been adopted. The Company will continue to focus its energies and resources in creating and safeguarding of shareholders' wealth and, at the same time, protect the interests of all its stakeholders.

The Company has complied with all the regulations required by SEBI through the listing agreement. This report, along with the report of Management discussion and Analysis and additional information for the shareholders in the foregoing paras, constitutes Indo's compliances with clause 49 of the Listing Agreement.

2) Board of Directors:

2.1 Composition:

As on date of report the Board of Directors of the Company comprise of an optimal proportion of Executive and Non-Executive Directors. The Board of Directors of your Company comprises of 11 (Eleven) Directors out of which 1 (One) Managing Director, 5 (five) Whole Time Director and Executive Directors, and 5 (Five) Independent Non-Executive Directors.

There are no nominees or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company except otherwise as mentioned elsewhere in this Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

Non Executive Directors:

As per revised code of Corporate Governance, the composition of the Board should be as such that the Board of Directors of the Company shall have an optimum combination of executive and non-executive Directors. Since in our case the Chairman of the Board is a non executive Director, one third of the Board should comprise of independent Directors.

The Board members are expected to attend and participate in the Board meetings and Committee meetings in which they are members.

2.2 Board of Directors and Meetings:

In compliance with the provisions of Clause 49 of the Listing Agreement, the board meets at least once every quarter to review the performance and to deliberate and consider other items on the agenda. During the year there were in total 8 (Eight) Board Meetings were held on 30th April, 2009, 30th June, 2009, 31st July, 2009, 26th October, 2009, 31st October, 2009, 2nd December, 2009, 9th January, 2010 and 28th January, 2010. The time gap between the two meetings was not more than 4 months.

The effectiveness of the decision-making of the Board is strengthened by its structure and procedures. The Board of your Company meets at regular intervals, with sufficient notice of the issues and the Agenda to be discussed and backed by the necessary information and material to enable the Directors to discharge their fiduciary responsibilities in an efficient manner. All the deliberations and decision concluded at each meeting are appropriately recorded and minuted. The draft minutes of each meeting are circulated to the members of the Board for their perusal and then finalized. Also as a good governance practice, all the information and data, relevant for the board to understand the business of the Company in general as well as the agenda items circulated to the board are comprehensive in nature

The board has complete and unrestricted access to any information required by them about transactions and take decisions.

The following table gives the attendance of the Directors at the Board meetings of the Company and also the other Directorship and Chairmanship/membership in Board committees.

2.3 Profile of Members of the Board of Directors being re-appointed:

Name of the Director	Vishwas V. Mehendale
Age	53 years
Qualification	B.com. L.L.B(GEN)F.C.A
Expertise in specific functional areas	Finance & corporate laws.
Directorship in other Indian Public Companies & the membership of the committees of the Board.	Renaissance Jewellery Limited
Shareholding	1500
Mode	Retire by Rotation and offering for re-appointment

Name of the Director	Dr. Deepak Kanekar
Age	57 Years
Qualification	M.Sc- PHD (Bombay University)
Expertise in specific functional areas	In the field of pharmaceuticals and Specialty Chemicals
Directorship in other Indian Public Companies & the membership of the committees of the Board.	Nil
Shareholding	Nil
Mode	Retire by Rotation and offering for re-appointment

Name of the Director	Mr. Narayan G. Mane
Age	43 Years
Qualification	B-Com. D.B.M
Expertise in specific functional areas	In sales & marketing mainly in Chemicals Industries
Directorship in other Indian Public Companies & the membership of the committees of the Board.	Nil
Shareholding	200
Mode	Retire by Rotation and offering for re-appointment

Particulars of Attendance				No of other Directorship and committees memberships/Chairmanships in Indian Public Companies.			
Name of Director	Category	Number of Board Meetings		Last AGM held on 30 th September, 2009	Other Directorships	Committee Membership	Committee Chairmanship
		Held	Attended				
Mrs. Bharati Palkar	*NEC	8	8	YES	1	NO	NO
Mr. Vijay Palkar	*MD	8	8	YES	1	NO	NO
Mr. Rahul Palkar	ED	8	7	NO	1	NO	NO
Mr. Kirit Shah	WTD	8	4	YES	NO	NO	NO
Mr. N. G. Mane	ED	8	8	YES	NO	NO	NO
Mr. Suresh Iyer	INED	8	7	NO	NO	NO	NO
Mr. Raghavendra Ravi	INED	8	4	YES	NO	NO	NO
Mr. Dhawal Vora	INED	8	7	YES	NO	NO	NO
Mr. C.L. Kadam	INED	8	4	YES	1	NO	NO
Mr. Vishwas Mehendale	INED	8	4	NO	1	2	NO
Mr. Deepak Kanekar	INED	8	7	YES	NO	NO	NO

- *MD - Managing Director
 - *NEC - Non Executive Chairperson
 - WTD - Whole Time Director
 - ED - Executive Director
 - INED - Independent Non Executive Director
- \$ Leave of Absence was granted.

3. Audit Committee

3.1 Composition:

Pursuant to the provisions of section 292(A) of the Companies Act, 1956 and clause 49 of the Listing Agreement the audit committee shall have minimum three directors as members. Two thirds of the members of audit committee shall be Independent Directors.. The said committee consists of 5 (Five) Members out of which 4 (Four Members are Independent Non-Executive Directors and 1 (One) Executive Promoter Director.

Following is a composition of audit committee as on date of this report

1. Mr. Vishwas V. Mehendale : Chairman and Independent Non Executive Director
2. Mr. Raghavendra Ravi – Member and Independent Non Executive Director.
3. Mr. Suresh Iyer - Member and Independent Non Executive Director.
4. Mr. Dhawal Vora – Member and Independent Non-Executive Director.
- 5.. Mr. Rahul Palkar - Member and Executive Promoter Director.

During the year there were in total 4 Audit Committee Meetings were held on 30th June, 2009, 31st July, 2009, 31st October, 2009 and 28th January, 2009. The time gap between the two meetings was not more than 4 months.