

# 22<sup>nd</sup> ANNUAL REPORT 2014-15



INDO  
AMINES  
LIMITED



Passion for growth



# VISION & MISSION

## VISION

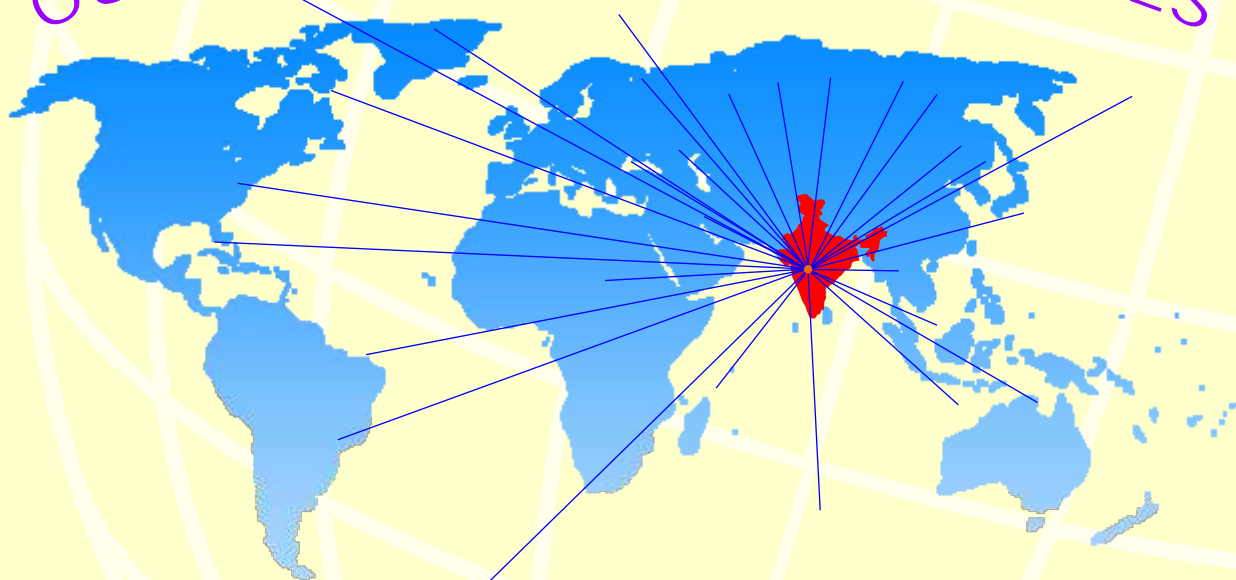
To be one of the Leading Indian Chemical Manufacturer taking India to the world.

## MISSION

Indo Amines Ltd's mission is to be best-in-class Chemical Company committed to excellence in Chemical manufacture which provides its customer with strong mix of technical competency and Customer service.

IAL aims to enrich the product lines by providing unique specialty chemicals of high quality to enhance production and give maximum cost benefit to Buyers.

## OUR PRESENCE IN 45 COUNTRIES



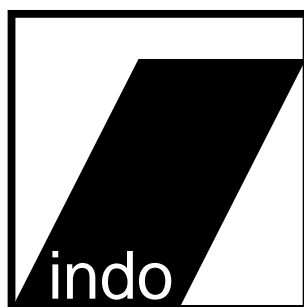
OUR MOTTO  
PASSION FOR  
GROWTH

OUR VISION  
TO BE ONE OF  
THE LEADING INDIAN  
CHEMICAL  
MANUFACTURER TAKING  
INDIA TO THE WORLD

INDO  
AMINES  
LIMITED   
Passion for growth



22<sup>nd</sup>  
ANNUAL REPORT  
2014 – 2015



INDO AMINES LIMITED

REGD. OFFICE: W-44, PHASE II, M.I.D.C., DOMBIVLI (EAST),  
DIST. THANE – 421 204.

CIN: L99999MH1992PLC070022

Tel No. 91 251 2871354/2870941/2873529/2870939

Fax. 91 251 287 1635/287 1666

Web site: [www.indoaminesltd.com](http://www.indoaminesltd.com)

Email ID: [shares@indoaminesltd.com](mailto:shares@indoaminesltd.com)

**BOARD OF DIRECTORS**

DR. DEEPAK KANEKAR	:	CHAIRMAN & NON EXECUTIVE DIRECTOR (DIN 02570268)
MR. VIJAY B. PALKAR	:	MANAGING DIRECTOR & CEO (PROMOTER) (DIN 00136027)
MR. KIRIT H. SHAH	:	WHOLE TIME DIRECTOR (PROMOTER) (DIN 00175193)
MRS. BHARATI V. PALKAR	:	EXECUTIVE DIRECTOR (PROMOTER) (DIN 00136185)
MR. RAHUL V. PALKAR	:	EXECUTIVE DIRECTOR (PROMOTER) (DIN 00325590) (CFO up to 29th April, 2015)
MR. C.L. KADAM	:	EXECUTIVE DIRECTOR (DIN 00807296)
MR. NARAYAN G. MANE	:	EXECUTIVE DIRECTOR (DIN 00325647) (Director upto 28th May, 2015.)
CA. VISHWAS MEHENDALE	:	INDEPENDENT NON EXECUTIVE DIRECTOR (DIN 00094468) (Director upto 16th May, 2015.)
MR. R. RAGHAVENDRARAVID	:	INDEPENDENT NON EXECUTIVE DIRECTOR (DIN 00136289)
MR. NISHIKANT SULE	:	INDEPENDENT NON EXECUTIVE DIRECTOR (DIN 03480278)
MR. SURESH IYER	:	INDEPENDENT NON EXECUTIVE DIRECTOR (DIN 00289319)
MR. DHAWAL VORA	:	INDEPENDENT NON EXECUTIVE DIRECTOR (DIN 00130115)
MR. AJAY MARATHE	:	CHIEF FINANCIAL OFFICER (w.e.f 29th April, 2015)
MR. SAGAR PARAB	:	COMPANY SECRETARY

**AUDITORS**

Kulkarni and Khanolkar, Chartered Accountants, Mumbai.

**Secretarial Auditors**

HS Associates, Company Secretaries, Mumbai.

**BANKERS**

IDBI Bank Ltd. Nariman Point.  
Dombivli Nagari Sahakari Bank Ltd.

**REGISTERED OFFICE**

W-44, Phase II, MIDC, Dombivli (E), Dist. Thane. 421204

CIN: L99999MH1992PLC070022

Tel No. 91 251 2871354/2870941/2873529/2870939

Fax. 91 251 287 1635/287 1666

Web site: [www.indoaminesltd.com](http://www.indoaminesltd.com)

Email ID: [shares@indoaminesltd.com](mailto:shares@indoaminesltd.com)

**REGISTRARS & SHARE TRANSFER AGENTS**

BIGSHARE SERVICES PVT LTD

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

Tel No. 022-40430200 • Email Address: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**MANUFACTURING FACILITIES AT**

1. W-35, D-58, W162, 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
4. Plot No.2, D-151, D-152, D-70, J-5 Additional Industrial Area, Avadhan, MIDC, Dhule - 424006

**SHARES LISTED AT:**

Stock Exchange - BSE Limited

Contents	Page No.
Notice	2
Directors' Report	13
Secretarial Audit Report	17
Corporate Governance Report	29
Management Discussion and Analysis Report	39
Auditors' Report	44
Balance Sheet, Profit & Loss A/c & Schedules	47
Notes to Accounts	58
Consolidated Balance sheet & Profit & Loss A/c	70
Consolidated Cash Flow Statement	72
Nomination Form, Attendance Slip, Proxy Form & Postal Ballot Form	88

**22nd ANNUAL GENERAL MEETING**

Date : 25th September, 2015.

Day : Friday

Time : 12 Noon

Place : C.K.P HALL, RAM GANESH GADKARI PATH, NEAR KARWA HOSPITAL, DOMBIVALI (EAST), THANE – 421 201



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF THE MEMBERS OF INDO AMINES LIMITED WILL BE HELD ON FRIDAY THE 25TH SEPTEMBER, 2015 AT 12 NOON AT C.K.P HALL, RAM GANESH GADKARI PATH, NEAR KARWA HOSPITAL, DOMBIVALI (EAST), THANE – 421 201 TO TRANSACT THE FOLLOWING BUSINESS.

## ORDINARY BUSINESS:

1. To receive, consider and adopt
  - a. The Audited Financial Statements of the Company for the year ended 31st March 2015 including audited Balance sheet as on 31st March, 2015 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
  - b. The Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2015.
2. To declare Final dividend on equity shares for the Financial Year 2014-2015.
3. To appoint a director in place of Mr. Kirit Shah, Director of the company who retires by rotation & being eligible offers himself for re-appointment.
4. APPOINTMENT OF AUDITOR:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Kulkarni & Khanolkar, Chartered Accountants, Mumbai registered with the Institute of Chartered Accountants of India vide firm registration no 105407W who were appointed as Statutory Auditors of the Company at the Annual General Meeting on 23rd August, 2014 (hereinafter referred as said AGM) from the conclusion of the said AGM till the conclusion of Twenty Fourth Annual General Meeting to be held in the year 2017, be and are hereby ratified for the financial year 2015-16 to audit the accounts of the Company, including the audit of Cash Flow statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

## SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.
 

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions 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), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized 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 if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.
 

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, consent of the members of the Company be and is hereby accorded for payment of revised remuneration of Rs. 25,00,000/- per annum, to Mr. Vijay Palkar (DIN 00136027), as a Managing Director of the Company for the financial year 2014-15 and Rs.27,50,000/- per annum for the financial year 2015-2016 respectively.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
7. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.
 

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, consent of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 20,00,000/- per annum, to Mr. Kirit Shah (DIN 00175193), as a Whole-Time Director of the Company for the financial year 2014-15 and Rs.22,00,000/- per annum for the financial year 2015-2016 respectively.

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



8. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.
- “RESOLVED THAT in accordance with the provisions of Sections 196, 197, Schedule V to the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made hereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(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 for the re-appointment of Mr. Rahul Palkar (DIN 00325590), as an Executive Director with effect from 1st April, 2016 under the Articles of Association of the Company, as the “Executive Director” of the Company for a period of Three years i.e. from 1st April, 2016 to 31st March, 2019, on the terms and conditions of appointment and remuneration as contained in draft agreement, a copy whereof initialled by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rahul Palkar.
- RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority.
- RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Rahul Palkar remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.
- RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
9. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.
- “RESOLVED THAT remuneration of Mr. Rahul Palkar, Executive Director be increased from Rs.30,00,000/- p.a to 33,00,000 lacs per annum w.e.f 1st April, 2015 pursuant to 197, 198 and Schedule V to the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & approval of Board till the remaining tenure of his appointment i.e 31st March, 2016.”
10. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.
- “RESOLVED THAT pursuant to provision of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the payment of a sum not exceeding 1% (One Per Cent) of the net profits of the Company per annum, calculated in the manner laid down in section 198, of the Companies Act, 2013, by way of commission to Dr. Deepak Kanekar, Non-Executive Chairman of the Company, for a period of five years commencing from 1st April, 2015 till 31st March, 2020. Provided that, within the period covered by this resolution, the total amount of remuneration to be received by all of the Directors together shall not exceed the amount as prescribed in Schedule V of the Companies Act, 2013.”
- “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 authorized 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.”
11. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.
- “RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), M/s. Gangan & Company, Cost Accountants (Firm Registration Number 100651) appointed as the Cost Auditors of the Company for audit of the Cost accounting records of the Company for the financial year ending 2015-2016, be paid remuneration amounting to Rs.1,40,000/- (Rupees One Lac Forty Thousand Only) excluding out of pocket expenses, if any.
- RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”

By Order of the Board of Directors  
For Indo Amines Limited

Place: Dombivli  
Date: 24th July, 2015

Sd/-  
Vijay Palkar  
(Managing Director)  
Din : 0136027

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/HERSELF. A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. The Register of Members and Share Transfer Register shall remain closed from 17<sup>th</sup> September, 2015 to 24<sup>th</sup> September, 2015. (Both days inclusive.)
4. Explanatory statement under section 102 of the Companies Act, 2013 which sets out details relating to Special Business is annexed hereto.
5. Final Dividend of Rs.0.50 per share has been recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting is proposed to be paid on and from 1<sup>st</sup> October, 2015.
6. Members are requested to inform the Company's Registrars and Share Transfer Agents Viz. Bigshare Services Private Limited, regarding changes, if any in their registered address with the PIN code number.
7. In order to ensure safety against fraudulent encashment of dividend warrants, members holding shares in physical form are requested to furnish to the Company or Company's R&T Agents, Bigshare Services Private Limited, bank account details which will be printed on the dividend warrants.
8. A Member may avail of the facility of nomination by nominating in the prescribed "NOMINATION FORM", a person to whom his/her shares in the Company shall vest in the event of his/her death.
9. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to company's registered office (email: [shares@indoaminesltd.com](mailto:shares@indoaminesltd.com)) Member are requested to bring their copies of Annual Reports to the 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 and CDSL, will be printed on the dividend warrants. Members are requested to inform the concerned Depository participant of any change in address, dividend mandate, Etc.
11. In terms of section 125 Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed are uploaded on the Company's website at [www.indoaminesltd.com](http://www.indoaminesltd.com) for shareholders information.
12. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Nomination Form, Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.indoaminesltd.com](http://www.indoaminesltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Dombivli for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [shares@indoaminesltd.com](mailto:shares@indoaminesltd.com) or at [investor@bigshareonline.com](mailto:investor@bigshareonline.com)



15. Voting through electronic mean

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below.

PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- I. The Voting period begins on Tuesday, the 22<sup>nd</sup> September, 2015 at 09.00 a.m and ends on Thursday, the 24<sup>th</sup> September, 2015 at 05.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The "cut-off date" means a date not earlier than 7 (seven) days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting.

II. In case of members receiving e-mail:

- Open e-mail
- Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Now click on "Shareholders" tab
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN No. 150731014 for "Indo Amines Limited" on which you choose to vote.





- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - o. 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.
  - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - r. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

In case of members receiving the physical copy:

Please follow all steps from sl. no. b to sl. no. r above to cast vote.

#### Other Instructions

- The voting period begins on Tuesday, the 22<sup>nd</sup> September, 2015 at 9:00 am IST and ends on Thursday, the 24<sup>th</sup> September, 2015 at 5 pm IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, the 21<sup>st</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- In case of any queries you may refer the Frequently Asked Questions (FAQ's) for shareholders and e-voting user manual for shareholders available at the Downloads Section of [www.evoting.CDSL.com](http://www.evoting.CDSL.com)
- If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 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 future communication(s).
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 18<sup>th</sup> September, 2015.
- Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- The scrutinizer shall within a period of not exceeding 3 (Three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results of the e-voting along with the scrutinizers report shall be placed in the Company's website [www.indoaminesltd.com](http://www.indoaminesltd.com) and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company not later than 24<sup>th</sup> September, 2015.
- Ballot Form received after this date will be treated invalid.
- A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.



15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
16. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The Members are requested to:

- Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
  - Quote Registered Folio / Client ID & DP ID in all their correspondence;
  - Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in Dematerialised form for all the investors.
17. As members are aware, the Bonus committee allotted 1,32,83,390 equity shares in ratio 1:1 on 18<sup>th</sup> September, 2013 after obtaining shareholders approval in the Annual General Meeting held on 5<sup>th</sup> September, 2013.

Pursuant to the said issue 2204 number of shareholders aggregating to 359730 number of shares remained unclaimed which were required to be transferred to "Suspense Account" in pursuance of clause 5A.I & 5A.II of the Listing Agreement..

Accordingly the Company has opened the Escrow Account and transferred the unclaimed bonus equity shares to the said account. Shareholders who have not received credit of the Bonus Issue are requested to contact the Registrar and Share Transfer Agents M/s Bigshares Services Private Limited and request for transfer of shares to their respective account.

Sr. No.	Disclosures pursuant to clause 5A.I (g)	No. of Equity Shares
1.	Aggregate number of shareholders and the outstanding shares in suspense account lying at the beginning of the year	359730
2.	Shareholders who approached issuer for transfer of shares from suspense account during the year	Nil
3.	Shareholders to whom shares were transferred from suspense account lying at the end of the year.	Nil
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year.	359730

18. This Year Company has prepared Annual Report for the year ended March 31, 2015 on consolidation basis as per General circular No.2/2011 dated 8<sup>th</sup> February, 2011 issued by Ministry of Corporate Affairs and hence separate financial statements of subsidiary Companies are not attached. The Company hereby undertakes that Annual accounts of subsidiary companies and the related detailed information shall be made available to shareholders of holding and subsidiary Companies seeking such information at any point of time. The Annual Accounts of subsidiaries Companies are also kept for inspection by any shareholders at the registered office of the Company during business hours till meeting date. The hard copy of detailed accounts of subsidiary Companies will be provided to any shareholder of the Company on demand. However, since Company is having management dispute with the Associate Company i.e Indo Amines (Europe) Ltd., accounts of the Company are not available for inspection of members.

By Order of the Board of Directors  
For Indo Amines Limited

Dombivli,  
24<sup>th</sup> July, 2015  
Registered office:  
W-44, Phase – II, MIDC, Dombivli (E),  
Dist. Thane – 421 204.

Sd/-  
Mr. Vijay Palkar  
Managing Director