

23rd
ANNUAL REPORT
2009-2010

INDO ZINC LIMITED

23rd Annual General Meeting

Date : 30th September 2010

Time : 4.00 P.M.

Venue : Chembur Mahila Samaj Hall,
Near Hotel Malhar,
D K Sandu Marg, Chembur,
Mumbai 400 071

A REQUEST

Shareholders are requested to bring their copy of the Annual Report to the meeting.

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INDO ZINC LIMITED

BOARD OF DIRECTORS :

Sri N.Srinivasan, Chairman

Dr. B.S.Adityan

Sri Arun Datta

Sri R.K.Das

Sri N.R.Krishnan

Sri A.Sankarakrishnan

Sri L.Sabaretnam

Sri T.S.Raghupathy

Sri PL.Subramanian

Sri R.Srinivasan

Sri V.M.Mohan

AUDITORS :

Chaturvedi S K & Fellows
F-2, Vaishali 1st Floor,
V Mehta Marg, JVPD, Juhu,
Mumbai - 400 049.

REGISTERED OFFICE :

No.8, 2nd Floor,
Kamanwala Chambers,
Opp. Bombay Stores,
Sir. P.M. Road, Fort,
Mumbai - 400 001.

CORPORATE OFFICE :

'Coromandel Towers',
93, Santhome High Road,
Karpagam Avenue, R.A.Puram,
Chennai - 600 028

CEMENT PLANT :

Wajwana,
Banswara District
Rajasthan

INDO ZINC LIMITED

Registered Office:

No.8, 2nd Floor, Kamanwala Chambers, Opp. Bombay Stores, Sir. P.M.Road, Fort, Mumbai 400 001.

Corporate Office:

'Coromandel Towers', 93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai 600 028.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twentythird Annual General Meeting of Indo Zinc Limited will be held at 4.00 P.M. on Thursday, the 30th September 2010 at Chembur Mahila Samaj Hall, Near Hotel Malhar, D K Sandu Marg, Chembur, Mumbai 400 071, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report, the accounts of the Company for the year ended 31st March 2010 and the Auditors' Report thereon.

2. To appoint Auditors and fix their remuneration:

To consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT M/s.Chaturvedi SK & Fellows, (Registration No.112627W) Chartered Accountants, Mumbai, be and are hereby appointed Auditors of the Company to hold office from the conclusion of the Twentythird Annual General Meeting until conclusion of the Twentyfourth Annual General Meeting and that their remuneration be and is hereby fixed at Rs.3,00,000/- exclusive of service tax and all travelling and out of pocket expenses which shall be reimbursed to them."

SPECIAL BUSINESS :

3. To appoint Sri N.Srinivasan as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri N.Srinivasan be and is hereby appointed as a Director of the Company subject to retirement by rotation."

4. To appoint Dr. B.S.Adityan as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Dr.B.S.Adityan be and is hereby appointed as a Director of the Company subject to retirement by rotation."

5. To appoint Sri Arun Datta as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which

notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri Arun Datta be and is hereby appointed as a Director of the Company subject to retirement by rotation."

6. To appoint Sri R.K.Das as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri R.K.Das be and is hereby appointed as a Director of the Company subject to retirement by rotation."

7. To appoint Sri N.R.Krishnan as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri N.R.Krishnan be and is hereby appointed as a Director of the Company subject to retirement by rotation."

8. To appoint Sri A.Sankar Krishnan as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri A.Sankar Krishnan be and is hereby appointed as a Director of the Company subject to retirement by rotation."

9. To appoint Sri L.Sabaretnam as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri L.Sabaretnam be and is hereby appointed as a Director of the Company subject to retirement by rotation."

10. To appoint Sri T.S.Raghupathy as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the

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Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri T.S.Raghupathy be and is hereby appointed as a Director of the Company subject to retirement by rotation."

11. To appoint Sri PL.Subramanian as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri PL.Subramanian be and is hereby appointed as a Director of the Company subject to retirement by rotation."

12. To appoint Sri R.Srinivasan as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri R.Srinivasan be and is hereby appointed as a Director of the Company subject to retirement by rotation."

13. To appoint Sri V.M.Mohan as a Director of the Company and for that purpose to consider and if deemed fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a member of the Company as required under Section 257 of the Companies Act, 1956:

"RESOLVED THAT Sri V.M.Mohan be and is hereby appointed as a Director of the Company subject to retirement by rotation."

14. To consider and if thought fit, to pass with or without modification, the following resolutions as ORDINARY RESOLUTIONS:

"RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to mortgaging and / or charging by the Board of Directors of the Company by way of first mortgage/charge of all/ any of the immovable and movable properties of the Company wheresoever situate, present and future save and except book debts and subject to prior charge(s) created / to be created in favour of the Company's bankers on its current assets for securing the borrowings for working capital requirements and /or conferring power to enter upon and to take possession of the assets of the Company in certain events to or in favour of Axis Trustee Services Limited, the Security Trustee for the lenders namely Yes Bank Limited, IDFC Limited, Axis Bank and UCO Bank (hereinafter collectively referred to as 'Lenders'), to secure an aggregate loan amount of

Rs.300 Crores (Rupees Three Hundred Crores only), together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges, expenses and other monies payable by the Company to the lenders / Axis Trustee Services Limited, the Security Trustee for the lenders, in terms of their heads of agreement(s)/loan agreement(s)/ Security Trustee agreement(s)/ hypothecation agreement(s)/ letters of sanction/ memorandum of terms and conditions entered into/to be entered into by the Company in respect of the said loan."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with the lenders / Axis Trustee Services Limited, the Security Trustee for the lenders, the documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

15. To consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors under Section 293(1)(d) of the Companies Act, 1956 to borrow any sum or sums of monies from time to time notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.1000 crores over and above the paid-up Capital and free reserves of the Company for the time being."

16. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the Report of the Board of Directors to the Shareholders of the company with regard to the financial position of the company be and is hereby considered and adopted."

NOTES:

1. Explanatory Statement is annexed to the Notice of the Twentythird Annual General Meeting of the Company as required by Section 173(2) of the Companies Act, 1956 in respect of item nos.3 to 16.

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2. Details pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment at the Annual General Meeting are separately annexed hereto for item nos. 3 to 13.
3. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2010 to 30.09.2010 (both days inclusive).
5. Members are requested to contact the Registrar and Share Transfer Agent for all matters connected with the Company's shares at: Integrated Enterprises (India) Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600017. Tel.:044-28140801 to 28140803 & Fax : 044-28142479 Email: corpseiv@iepindia.com
6. The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the members to dematerialize the equity shares of the Company. The ISIN Number allotted by NSDL and CDSL for dematerializing the Company's shares is INE031L01014.
7. Members holding shares in physical form are requested to notify change of address, if any, to the Registrar and Share Transfer Agent (RTA). Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their share certificates for consolidation of their holdings into one folio.
8. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.
9. Under the provisions of Section 109A and 109B of the Companies Act, 1956, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their shares in the Company, shall vest after his/her/their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company/ RTA.
10. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transfer/transmission/transposition, is now mandatory.

(By order of the Board)
for INDO ZINC LIMITED

Place : Chennai
Date : 13th August 2010

S. SRIDHARAN
Company Secretary

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PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED VIDE ITEM NOS. 3 to 13 OF NOTICE DATED 13TH AUGUST, 2010.

(i)	Name of the Director	: Sri N. Srinivasan
	Date of Birth	: 3 rd January 1945
	Date of appointment on the Board as Director	: 9 th October 2009
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Industry
	Qualification	: B.Sc (Tech.), M.S. (IIT) Chicago
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Andhra Pradesh Gas Power Corporation Ltd. 2. Biosynth Life Sciences India Limited 3. Coromandel Electric Company Limited 4. Coromandel Sugars Limited 5. ICL Financial Services Limited 6. ICL International Limited 7. ICL Securities Limited 8. ICL Shipping Limited 9. India Cements Capital Limited 10. M M Forgings Limited 11. Raasi Cement Limited 12. The India Cements Limited 13. Trishul Concrete Products Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Shareholders'/ Investors' Grievance Committee - Chairman
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: 1. Coromandel Sugars Limited - Audit Committee - Chairman 2. India Cements Capital Limited - Audit Committee - Member 3. The India Cements limited - Shareholders' / Investors' Grievance Committee - Member 4. M M Forgings Limited - Audit Committee - Member
(ii)	Relationship with other Directors	: Nil
	Name of the Director	: Dr.B.S.Adityan
	Date of Birth	: 24 th September 1936
	Date of appointment on the Board as Director	: 25 th March 2010
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Industry
	Qualification	: Bachelor of Arts
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. India Cements Capital Ltd. 2. The India Cements Ltd. 3. Sun Paper Mill Ltd. 4. Miot Hospitals Ltd.
	Chairman / Member of the Committees of Board of Directors of the Company	: Nil

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	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: 1. India Cements Capital Limited - Audit Committee - Chairman 2. The India Cements Limited - Audit Committee - Chairman - Shareholders'/ Investors' Grievance Committee - Chairman
	Relationship with other Directors	: Nil
(iii)	Name of the Director	: Sri Arun Datta
	Date of Birth	: 14 th June 1947
	Date of appointment on the Board as Director	: 25 th March 2010
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Management
	Qualification	: B.E. (Mechanical Engineering) & Post Graduate Diploma in Marketing Management
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: The India Cements Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: The India Cements Limited - Audit Committee - Member
	Relationship with other Directors	: Nil
(iv)	Name of the Director	: Sri R.K.Das
	Date of Birth	: 23 rd May 1933
	Date of appointment on the Board as Director	: 25 th March 2010
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Technical
	Qualification	: B.E.(Mechanical)., MIE
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Coromandel Sugars Limited 2. ICL Financial Services Limited 3. ICL International Limited 4. ICL Securities Limited 5. ICL Shipping Limited 6. Industrial Chemicals & Monomers Ltd 7. Raasi Cement Limited 8. The India Cements Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: The India Cements Limited - Audit Committee - Member
	Relationship with other Directors	: Nil
(v)	Name of the Director	: Sri N.R.Krishnan
	Date of Birth	: 20 th June 1938
	Date of appointment on the Board as Director	: 25 th March 2010

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	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Indian Administrative Service (Retd..)
	Qualification	: B.Sc.(Hons.) Chemistry, M.Sc. Chemistry
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Ponni Sugars (Erode) Limited 2. Tamil Nadu Petroproducts Limited 3. Tamil Nadu Road Development Company Limited 4. The India Cements Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: 1. Ponni Sugars (Erode) Limited - Audit Committee - Member 2. Tamil Nadu Petroproducts Limited - Audit Committee - Member 3. Tamil Nadu Road Development Company Limited - Audit Committee - Chairman
	Relationship with other Directors	: Nil
(vi)	Name of the Director	: Sri A.Sankarakrishnan
	Date of Birth	: 27 th October 1942
	Date of appointment on the Board as Director	: 25 th March 2010
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Industry
	Qualification	: B.E.(Mechanical)
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Allsec Technologies Limited 2. India Cements Capital Limited 3. India Cements Investment Services Ltd 4. The India Cements Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Chairman
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: 1. Allsec Technologies Limited - Audit Committee - Member 2. India Cements Capital Limited - Audit Committee - Member
	Relationship with other Directors	: Nil
(vii)	Name of the Director	: Sri L.Sabaretnam
	Date of Birth	: 19 th June 1940
	Date of appointment on the Board as Director	: 28 th May 2010
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Advisor
	Qualification	: M.B.A (Marketing).
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Biosynth Life Sciences India Ltd 2. Chennai Petroleum Corporation Ltd 3. Coromandel Sugars Ltd

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	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Nil
	Relationship with other Directors	: Nil
(viii)	Name of the Director	: Sri.T.S.Raghupathy
	Date of Birth	: 4th November 1951
	Date of appointment on the Board as Director	: 9th October 2009
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Marketing
	Qualification	: B.Com., MMSC
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: <ol style="list-style-type: none"> 1. Biosynth Life Sciences India Limited 2. Coromandel Infotech India Limited 3. Coromandel Sugars Limited 4. ICL Financial Services Limited 5. ICL International Limited 6. ICL Securities Limited 7. ICL Shipping Limited 8. India Cements Capital Limited 9. India Cements Investment Services Ltd 10. Industrial Chemicals & Monomers Ltd 11. Raasi Cement Limited 12. Trishul Concrete Products Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Member Shareholders' / Investors' Grievance Committee - Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: India Cement Capital Limited - Audit Committee - Member
	Relationship with other Directors	: Nil
(ix)	Name of the Director	: Sri.PL.Subramanian
	Date of Birth	: 16 th May 1945
	Date of appointment on the Board as Director	: 9 th October 2009
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Technical
	Qualification	: B.E.(Mechanical)
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: Coromandel Electric Company Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Nil
	Relationship with other Directors	: Nil