



Date: 21<sup>st</sup> March, 2024

To,  
The Secretary, Listing Department,  
BSE Limited  
Phiroze Jeebhoy Towers,  
Dalal Street,  
Mumbai -400 001  
Maharashtra, India  
Scrip Code: - 524648

The Manager, Listing Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> floor, Plot No. C/1,  
G-Block, Bandra-Kurla Complex, Bandra  
(E), Mumbai – 400 051.  
Maharashtra, India.  
Scrip Code: - INDOAMIN

Dear Sir/Madam,

**Subject: Summary of Proceedings of the Meeting of the Equity Shareholders of Indo Amines Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') held on March 21, 2024**

We refer to our letter dated February 19, 2024, wherein the Company had submitted the notice of the meeting of the equity shareholders of Indo Amines Limited to be held on March 21, 2024.

Pursuant to the NCLT Orders dated January 8, 2024 & February 12, 2024 in the Company Scheme Application No. CA (CAA) No. 237/MB-II/2023 ('Order') and in compliance with applicable provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), each as amended from time to time, the meeting of the Equity Shareholders of the Company ('Members') was held on Thursday, March 21, 2024, at 11:00 a.m. (IST) (commenced at 11:05 am) through two-way video conferencing/other audio-visual means ('VC/OAVM') ('Meeting') to approve the Scheme of Amalgamation amongst Pious Engineering Private Limited ("Transferor Company") and Indo Amines Limited ("Transferee Company") and their respective shareholders ('Scheme').

In this regard, please find enclosed the Summary of the proceedings of the Meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations enclosed as "Annexure - A". The Meeting concluded at 11:50 a.m. (IST) including the 15-minute e-voting period time given to the shareholders for casting their votes.

You are requested to kindly take the same on record.

Yours faithfully,

Indo Amines Limited

Tripti Sharma  
Company Secretary & Compliance Officer  
Membership No.- ACS 39926  
Encl:- As above.



**“Annexure - A”**

**Summary of Proceedings of the Meeting of the Equity Shareholders of Indo Amines Limited ('Company') held pursuant to the directions, of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'), on Thursday, March 21, 2024**

The Meeting of the Equity Shareholders of Indo Amines Limited (**“the Company or INDO”**) convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench (**“NCLT”**) was held today, i.e., **Thursday, March 21, 2024**, at 11:00 a.m. (IST) (commenced at 11:05 am) through video conferencing/other audio-visual means (**“VC/OAVM”**) (**“Meeting”**) pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by Ministry of Corporate Affairs (**“MCA”**) (collectively referred to as **“MCA Circulars”**) and circulars issued by Securities and Exchange Board of India (**“SEBI Circulars”**) and in compliance with the provisions of the Companies Act, 2013 (**“Act”**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India (**“SS-2”**).

Ms. Tripti Sharma, Company Secretary & Compliance Officer, welcomed the Shareholders to the Meeting and provided them with the necessary details relating to their participation in the Meeting through VC/OAVM. She informed that the Company had provided its Shareholders with the facility to cast their votes prior to the Meeting, through remote e-voting electronically, using the facility provided by National Securities Depository Limited (**“NSDL”**). She further informed that the voting facility was also made available during the Meeting for the benefit of Shareholders who were present during the Meeting and had not cast their votes earlier through remote e-voting.

She further informed that the Hon'ble NCLT, vide its orders dated January 08, 2024, and February 12, 2024 had appointed Mr. Chandan Singh Juneja, as the Chairperson for the meeting and Mr. Vijay Yadav (Membership No. F11990) of M/s. AVS & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer by the NCLT to scrutinize the votes cast by remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.

**DIRECTORS AND KMP'S IN ATTENDANCE:**

Mr. Vijay Palkar - Managing Director & CEO, Mr. Rahul Palkar - Joint Managing Director, Mrs. Bharati Palkar - Whole Time Director & Member of Stakeholder Relationship Committee, Mr. Pradeep Thakur - Independent Director, Mr. Ajay Marathe - Independent Director & Chairman of Audit Committee, Ms. Suniti Thombre - Chief Financial Officer, Ms. Tripti Sharma - Company Secretary had joined the meeting through VC from the registered office of the Company.



Dr. Deepak Kanekar - Chairman & Non-Executive Director, Mr. Vijay Sane - Non-Executive Independent Director, Mr. Avinash Aphale -Non-Executive Independent Director, Mr. Dhawal Vora – Non-Executive Director joined the meeting through VC from their respective locations.

**OTHER REPRESENTATIVES:**

Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries, Secretarial Auditor of the Company & Scrutinizer had joined the meeting through VC. On the request from the statutory auditors, the Company has granted an exemption to the auditor from attending this NCLT convened Meeting under section 146 of the Companies Act, 2013.

**MEMBERS PRESENT:**

38 Members attended the meeting through VC.

Mr. Chandan Singh Juneja, Chairman of the Company chaired the Meeting. He welcomed all the Directors and Shareholders of the Company to the NCLT Convened meeting.

The requisite quorum being present, the Chairman called the Meeting to order.

Ms. Tripti Sharma, Company Secretary of the Company had explained the procedural and technical aspects to the shareholders for attending the meeting. She informed the members that, the Company had made feasible efforts to enable members to participate through video conference and vote at the NCLT Convened meeting.

She also said that (a) the Notice of the Meeting, (b) the Statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, (c) the Scheme of Amalgamation and (d) other relevant documents in connection with the said Scheme and as referred to in the Notice had been dispatched to the Shareholders through electronic means via e-mail to those shareholders whose e-mail addresses were registered with the Company/Registrar & Transfer Agent/Depository Participant(s)/Depositories. In addition, the advertisements containing the details of the Meeting, sending of the Notice to the Meeting and details on e-voting were duly published in newspapers, in accordance with the directions of the NCLT through an advertisement in 'The Free Press Journal' (English Edition) and translation thereof in 'NavShakti' (Marathi Edition) in Mumbai as directed by the Hon'ble NCLT.

The details of authorized representations received from corporate shareholders were informed to the Shareholders. Since there was no requirement of physical attendance of Shareholders, she further informed the Shareholders that the requirement of appointing proxies is not applicable. Further, it was informed to the Shareholders that the documents that were referred to in the Notice were available for inspection in electronic mode for the



Shareholders, on request as well as made available on the website of the Company at [www.indoaminesltd.com](http://www.indoaminesltd.com)

After that, Ms. Tripti Sharma requested Mr. Chandan Singh Juneja, Chairman of the NCLT convened a meeting to deliver his speech.

*“Mr. Chandan Singh Juneja started his speech with a warm welcome to the shareholders at NCLT convened meeting. He briefed the Shareholders regarding the salient features, synergies, need, rationale and benefits of the Scheme of Amalgamation and also informed that the Scheme would be in the best interest of the shareholders.”*

After that, he thanked stakeholders and also thanked Board Members and requested Ms. Tripti Sharma, the Company Secretary to take over further proceedings. With the consent of the Shareholders, the Notice convening the Meeting was taken as read.

The following resolution set out in the Notice convening the Meeting was put up to the Shareholders for voting during the Meeting:

Item No.	Details of Resolution
1	Approval for the Scheme of Amalgamation amongst Pious Engineering Private Limited (“Transferor Company”) and Indo Amines Limited (“Transferee Company”) and their respective Shareholders.

After above agenda item were taken up, she opened the floor for the shareholders to express their views and ask questions, if any. Thereafter she invited the speaker shareholders, who had done prior registrations, to express their views and ask questions, if any. The queries/questions raised by the members were suitably replied by the Managing Director and Company Secretary of the Company jointly.

**After that, Ms. Tripti Sharma then informed the members about the following:**

- E-voting on the NSDL platform would continue for another 15 minutes to enable the members to cast their votes who have not casted their votes through remote e-voting
- Appointment of Mr. Vijay Yadav, Practicing Company Secretary as a Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and electronic voting at the NCLT convened meeting;
- E-voting results along with the Scrutinizer's Report would announce within 48 hours after the conclusion of the NCLT convened meeting and the same would be intimated to the Stock Exchanges and be uploaded on the website of the Company and NSDL.

Ms. Tripti Sharma, thereafter, thanked all the members for their participation at the NCLT convened meeting.

**ISO  
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9001:2015**

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**CIN: L99999MH1992PLC070022**

**INDO  
AMINES  
LIMITED**



The Meeting concluded at **11:50 a.m. (IST)** including the 15-minute e-voting period time given to the shareholders for casting their votes.

This is for your information and record.

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