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Regd. Office : W- 44, M.I.D.C. Phase II, Manpada Road,
Dombivli (E) Dist Thane – 421204, Maharashtra. India.
Phone : 7045592703 / 7045592706 / 7498245178 / 8291098827
E-mail : shares@indoaminesltd.com
Website : www.indoaminesltd.com
CIN: L99999MH1992PLC070022

**INDO
AMINES
LIMITED**



Date: 4th January, 2024

To,
The Manager, Listing Department
National Stock Exchange of India Ltd.
Plot no. C/1G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400051
Symbol: INDOAMIN

To,
The General Manager, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Script Code: 524648

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), please find enclosed herewith the Postal Ballot Notice dated 2nd January, 2024, along with the Explanatory Statement ("Notice") for seeking approval of Members of the Company by way of remote e-voting process to transact the following business(s):

Sr. No	Description of Resolution
1	To approve the re-appointment of Mr. Rohan Deshpande (DIN: 09520645) as an Independent Director of the Company for a second term of 1 (One) year.
2	To approve the appointment of M/s. Kulkarni & Khanolkar, Chartered Accountants as Statutory Auditors and to fix their remuneration

The Notice is being sent through electronic means only to those Members of the Company whose e-mail addresses are registered with Bigshare Services Private Limited, the Registrar and Transfer Agent of the Company/Depositories/Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, December 29, 2023** ("**Cut-off date**").

The voting period will commence from Friday, 05th January, 2024 at 09:00 a.m. Hours IST and end on Saturday, 03rd February, 2024 at 05:00 p.m. Hours IST. The details of business to be transacted are given in attached Notice of Postal Ballot. The results of the remote e-voting will be announced on or before Tuesday, 6th February, 2024.

Further, the notice of Postal Ballot is being made available on the website of the Company i.e. www.indoaminesltd.com.

Kindly take the same on record.

Thanking you,

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Yours faithfully,
For
Indo Amines Limited

Tripti Sharma
Company Secretary and Compliance Officer
Membership No: - A39926

Encl. as above stated.

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 and including General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), Secretarial Standard-2 on general meeting (“**SS-2**”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations, the resolutions being set out below are proposed to be passed by the members of the Company through postal ballot only by way of Remote E-voting process (“**E-voting**”). The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice (“**Postal Ballot Notice**”) is annexed hereto.

Pursuant to the Rule 22 (5) of the Rules, the Board of Directors, through Circular Resolution on 2nd January, 2024 has approved the appointment of Mr. Shashank Ghaisas (Mem. No. FCS11782), Practicing Company Secretary, (Membership No. FCS F11782) as the scrutinizer (“**Scrutinizer**”) for conducting the E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “**General information and instructions relating to e-voting**” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process, which shall commence on **Friday, 05th January, 2024 at 09:00 a.m Hours IST** and end on **Saturday, 03rd February, 2024 at 05:00 p.m. Hours IST**, post that it will be strictly considered that no vote has been received from the shareholder.

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The Scrutinizer will submit his report to the Chairman of the Board or to any other person authorised by him after completion of scrutiny of the e-voting. The results shall be declared on or before **Tuesday, 6th February, 2024**, and will be communicated to BSE Limited (“**BSE**”), NSE (National Stock Exchange of India Limited), National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (together the “**Depositories**”), Bigshare Services Pvt. Ltd (“**Bigshare**” or “**Registrar and Share Transfer Agent**”) and will also be displayed on the Company's website www.indoaminesltd.com

Items of Special Business requiring consent of shareholders through Postal Ballot:

Item No. 1 – Re-Appointment of Mr. Rohan Deshpande (DIN: 09520645) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 149, 150, 152 and other applicable provisions of Companies Act, 2013 (**‘Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and 25(2A) and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), in accordance with the recommendation of the Nomination and Remuneration Committee, and duly approved by the Board of Directors of the Company, Mr. Rohan Deshpande (DIN:09520645), who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Non-Executive Independent Director of the Company for a second term of 1 (One) consecutive year with effect from 25^h February, 2024 to 24th February, 2025 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally and jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

Item No. 2 – Appointment of M/s. Kulkarni & Khanolkar, Chartered Accountants as Statutory Auditors and to fix their remuneration

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of Companies Act, 2013 (**‘Act’**) and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof and rules made

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thereunder, for the time being in force), in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/ 114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee, and duly approved by the Board of Directors of the Company, M/s. Kulkarni & Khanolkar Chartered Accountants, Mumbai (FRN: 105497W), to be appointed as Statutory Auditor of the Company to fill casual vacancy caused by the resignation of M/s. V S Somani & Company, Chartered Accountants (FRN: 117589), to hold office as the Statutory Auditors of the Company till the conclusion of the 31st Annual General Meeting of the Company to be held in calendar year 2024-2025, on such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors in consultation with the Statutory Auditors of the Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally and jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

Registered office:
W-44, Phase - II, MIDC, Dombivli (E)
Dist. Thane - 421 203.

By Order of the Board of Directors
For Indo Amines Limited

Sd/-

Mr. Vijay Palkar
Managing Director & CEO
DIN: 00136027

Date: 2nd January, 2024
Place: Dombivli, Thane

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standard-2 on General Meetings and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.

2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the **Cut-off date i.e., Friday, December 29, 2023**. As per the MCA Circulars physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with Bigshare Services Pvt. Ltd, Registrar and Transfer Agent of the Company. The Notice shall also be uploaded on the website of the Company at www.indoaminesltd.com and on the website of BSE Limited www.bseindia.com and on the website of CDSL (agency for providing the e-voting system) i.e. www.evotingindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

3. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode only. Members who wish to inspect such documents are requested to send an email to shares@indoaminesltd.com. mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

4. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL. Instructions for remote e-voting are provided in the Notice.

5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Cut-off date i.e., **Friday, December 29, 2023**, being the ‘cut-off date fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purpose only.

6. The voting period will commence from **Friday, 05th January, 2024 at 09:00 a.m Hours IST** and end on **Saturday, 03rd February, 2024 at 05:00 p.m. Hours IST**. The e-voting module shall be disabled for voting thereafter.



7. The Board of Directors have appointed Mr. Shashank Ghaisas (Mem.No.FCS11782), Partner of M/s. AVS & Associates, Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced at the registered office of the Company at W-44, Phase – II, MIDC, Dombivli (E) Dist. Thane – 421 203, being the last date specified by the Company for e-voting.

9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to info@bigshareonline.com, along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/ update their email addresses with relevant depository participants.

10. The declared results along with the report of Scrutinizer shall be intimated to Exchanges i.e. BSE & NSE, where the shares of the Company are listed and will be uploaded on the respective sites accordingly. Additionally, the results will also be uploaded on the Company's website at www.indoaminesltd.com.

11. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Saturday, 03rd February, 2024**.

12. General information and instructions relating to e-voting are as under:

- i. Remote e-voting period shall commence **Friday, 05th January, 2024 at 09:00 a.m Hours IST** and end on **Saturday, 03rd February, 2024 at 05:00 p.m. Hours IST** (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. **Friday, December 29, 2023**. (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e- voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their



demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will</p>



	<p>have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com .
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant “**INDO AMINES LIMITED**” on which you choose to vote.

(ix) 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.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) 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.



(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [\[shares@indoaminesltd.com\]](mailto:shares@indoaminesltd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@indoaminesltd.com / info@bigshareonline.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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Dombivli (E) Dist Thane – 421204, Maharashtra. India.
Phone : 7045592703 / 7045592706 / 7498245178 / 8291098827
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CIN: L99999MH1992PLC070022

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder, the following Explanatory Statement setting out the material facts in relation to the proposed Special Resolutions for Item No. 1 & Item No. 2 of the accompanying Notice.

ITEM NO: 1

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, approved the re-appointment of Mr. Rohan Deshpande (DIN: 09520645) as an Non-Executive Independent Director of the Company for a second term of 1 (One) year with effect from 25th February, 2024 to 24th February, 2025, subject to approval of the shareholder.

Mr. Rohan Deshpande is a law graduate and a practicing advocate, enrolled with the Bar Council of Maharashtra & Goa. Based out of Mumbai, he frequently appears as an arguing counsel in various commercial litigation and taxation matters before the Supreme Court of India, the Bombay High Court and its Bench at Panaji, Goa, Benches of the National Company Law Tribunal, Income Tax Appellate Tribunal, Ad-hoc arbitral tribunals, etc. He is Independent of Management and possess appropriate skills, experience and knowledge.

The Company has received declaration from him that, he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. He has also confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by him.

The Board of Directors of the Company has evaluated the performance of Mr. Rohan Deshpande on the basis of his attendance at the meetings of Board and Committees, active participation in meetings, rendering of independent and unbiased opinions, giving of positive inputs into development of strategy, better governance practices and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc.

Further, the Board has done the said evaluation in rating manner. The performance evaluation of Mr. Rohan Deshpande was satisfactory to the Board.

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Considering his knowledge and experience in Income-tax, Indirect tax, Corporate Laws, arbitration and insolvency resolution both from a litigation and advisory perspective, re-appointment of Mr. Rohan Deshpande as an Independent Director is in the best interest of the Company and hence your Directors recommend the proposal for your approval as a Special Resolution for his re-appointment for a second term of 2 (Two) consecutive years with effect from 25th February, 2024 to 24th February, 2025, and shall not be liable to retire by rotation. Further, Mr. Rohan Deshpande will not be entitled for any remuneration except sitting fees for attending Board Meetings/Committee Meetings.

Copy of the letter for appointment proposed to be issued to Mr. Rohan Deshpande as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days till the end of the e-voting period.

None of the Directors other than Mr. Rohan Deshpande, and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Rohan Deshpande may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

The Board recommends the **Special Resolution** set out at **Item No. 1** of the accompanying Notice in the interests of the Company.

ITEM NO: 2

The Members of the Company at 29th Annual General Meeting held on 12th September, 2022 had appointed M/s. V.S. Somani & Co. Chartered Accountants (FRN: 117589W) as the Statutory Auditors of the Company for period of five years (i.e., from the conclusion of this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting to be held for the financial year ended 31st March, 2027 in the Financial Year 2027-28).

M/s. V.S. Somani & Co. Chartered Accountants, vide its letter dated 1st November, 2023, resigned as the Statutory Auditor of the Company citing its inability to continue as Statutory Auditor of the Company, due to pre-occupation and non-availability of resources at their end. Further as per the provisions of clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019, the incumbent auditor had submitted the limited review report for the quarter and half year ended September 30, 2023.

The Audit Committee and Board of Directors at their meeting held on 09th November, 2023 had approved the appointed M/s. Kulkarni & Khanolkar Co. Chartered Accountants (FRN: 105497W) as Statutory Auditors till the conclusion of the ensuing 31st Annual General meeting to be held in calendar year 2024-2025.

The M/s. Kulkarni & Khanolkar Co. Chartered Accountants (FRN: 105497W) have confirmed that their appointment if made, will be within limit specified under Section 144 of the Act. They have also confirmed that they are not disqualified to be appointed as statutory auditors



in terms of the provisions of the proviso to Section 139(1), Section 141(2) and section 141 (3) of the act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Circular.

Proposed Audit Fee Payable to Auditors	The fees proposed to be paid to M/s. Kulkarni & Khanolkar Company Chartered Accountants towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursement) for conducting audit of financial year 2023-24 shall be not exceeding Rs. 12 Lakh. (Rupees Twelve Lakhs Only)
Terms of Appointment	To hold the office till the conclusion of the 31 st Annual General Meeting of the Company to be held in the year 2024-25
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No material change in fee for the auditors.
Basis of recommendation and auditor credentials	<p>The Audit Committee and Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s. Kulkarni & Khanolkar Co. as Statutory Auditors of the Company</p> <p>Profile</p> <p>M/s Kulkarni & Khanolkar was established in the year 1927. Thus it has a standing of more than 90 years now. It is amongst the most experienced & professionally managed Chartered Accountant Firms registered with ICAI, which provides comprehensive services in the field of Accountancy, Audit, Taxation and Management</p>

The Audit Committee and the Board members of the company noted that the existing Statutory Auditors i.e. M/s. V S Somani & Co. have not raised any concern or issue and there is no reason other than as mentioned in their resignation letter. The Copy of the said letter had been filed with the exchange and is available on the company's website.

None of the directors, key managerial personnel of the company or their relatives are directly or indirectly, concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any, in the company.

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The Board recommends the **Ordinary Resolution** set out at **Item No.2** of the Notice in the for approval of members.

Registered office:
W-44, Phase - II, MIDC, Dombivli (E)
Dist. Thane - 421 203.

By Order of the Board of Directors
For **Indo Amines Limited**

Sd/-

Mr. Vijay Palkar
Managing Director & CEO
DIN: 00136027

Date: 2nd January, 2024
Place: Dombivli, Thane



Additional Disclosures/ Information pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard - 2

Name of the Director	Mr. Rohan Deshpande
DIN	09520645
Date of Birth & Age	DOB: October 10, 1993 Age: 30 Years
Date of first appointment on the Board	25 th February, 2022
Category	Non- Executive, Independent Director
Qualification	<ul style="list-style-type: none"> • Bachelor of Commerce, General • LSE Summer School 2013 programme 'Competition Law and Policy - Controlling Private Power' (Level 200 Course) - The London School of Economics and Political Science (LSE) Summer School 2013 • Bachelors of Business Administration, Symbiosis Law School • Bachelors of Laws, Symbiosis Law School • MSc in Taxation, University of Oxford
Work Experience in functional area	Experience as Counsel in various commercial litigation and taxation matters before the Supreme Court of India, the Bombay High Court and its Bench at Panaji, Goa, Benches of the National Company Law Tribunal, the Income Tax Appellate Tribunal, ad-hoc arbitral tribunals, etc.
Terms and conditions of appointment & Remuneration	As per the resolution set out in this Notice read with the Explanatory Statement thereto.
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	No Relations
No. of Board Meetings attended during the financial year (FY 2023-24) till the date of postal ballot notice	4
Directorships held in other companies including the Company as on the date of the Postal Ballot Notice	Nil
Name of listed entities from which the person has resigned	Nil

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in the past three years as Director	
Membership/ Chairmanship of Committees of other Boards as on date of the Postal Ballot Notice	Nil
Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements	The Company has identified general experience in industry, corporate management, general management, experience in chemicals and specialty chemicals industry, project execution, Finance, Tax, legal and general commercial expertise as the skills sets, expertise and competencies required in the context of Company's business. The proposed Director to be re-appointed as an Independent Directors of the company meets the required skills, capabilities, expertise required by the Company for the position of Independent Director based on their Educational Background, Knowledge, experiences and expertise in their field including but not limited to Legal, Taxation, Finance, Chemical and Pharmaceutical Industry etc.
Summary of Performance Evaluation Report	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (sitting fees paid)	<ul style="list-style-type: none">• For FY 2022-23 : 1.66 Lakhs• For FY 2023-24, till the date of postal ballot notice : 160,000
